

# SMiT

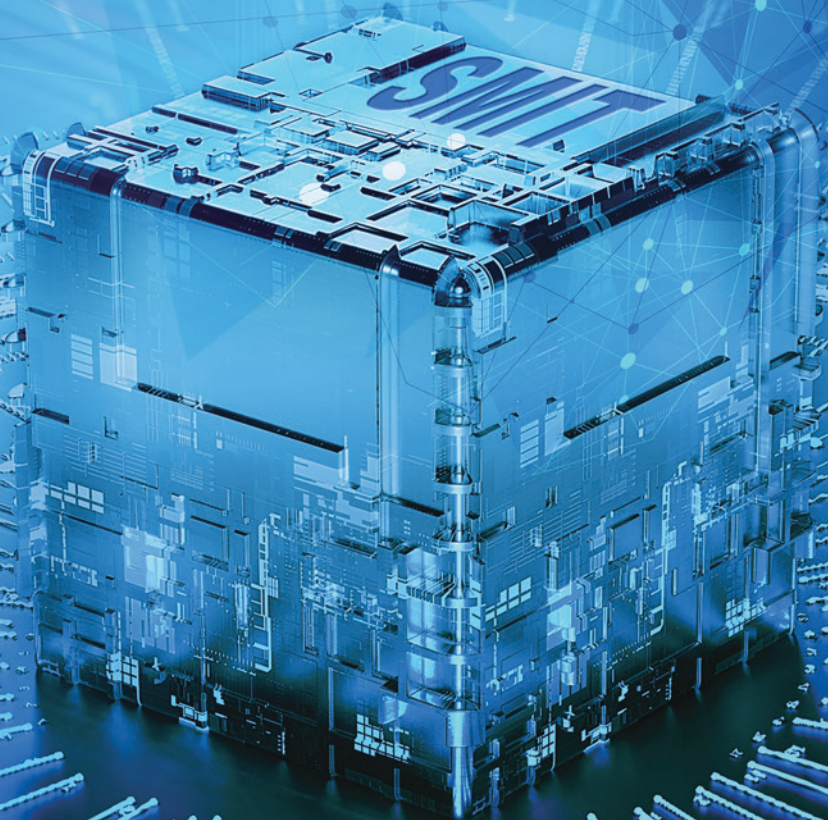
國微控股有限公司

SMIT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 2239

Interim Report  
**2024**  
中期報告

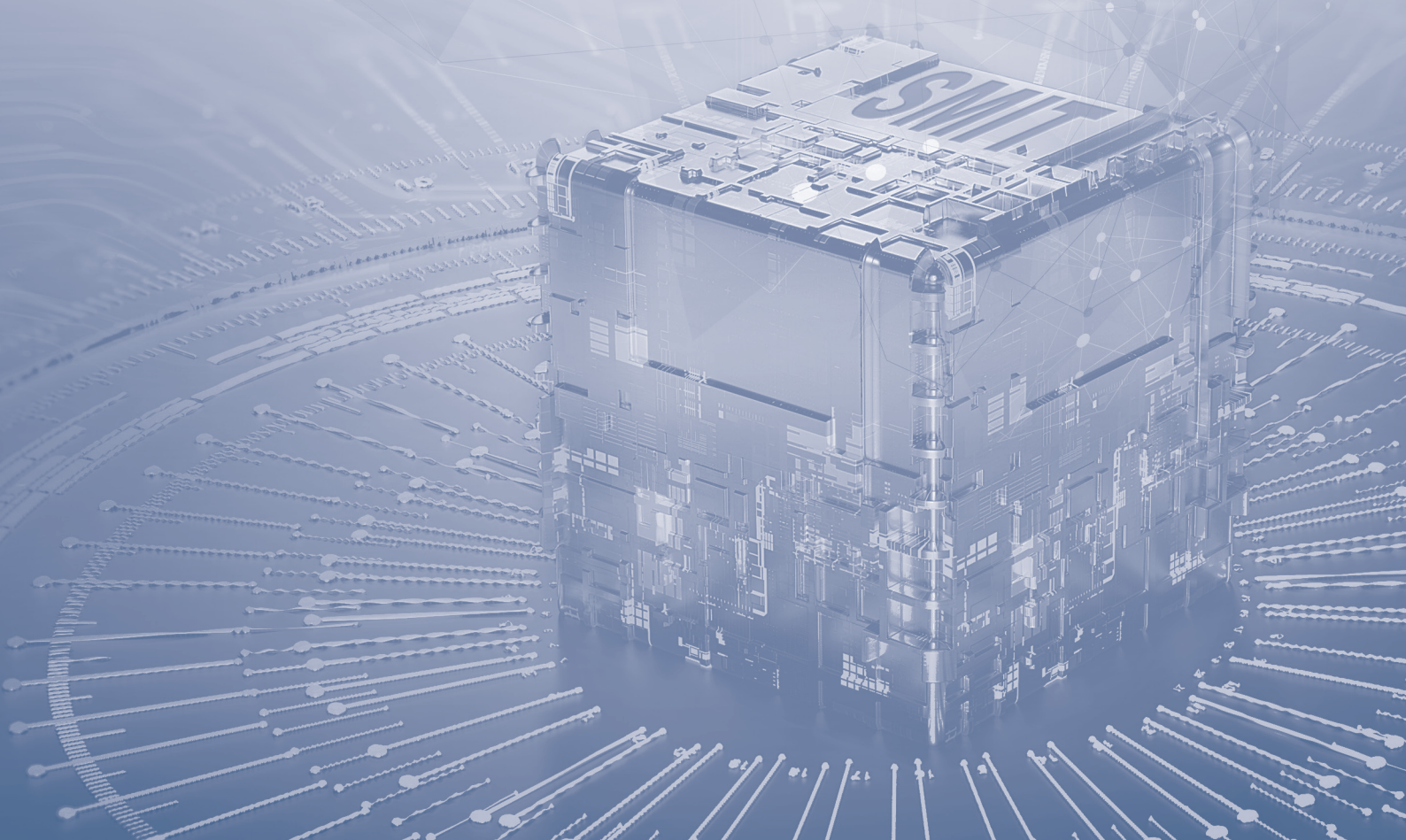




# 目錄

## CONTENTS

02	公司資料	Corporate Information
05	管理層討論及分析	Management Discussion and Analysis
15	其他資料	Other Information
25	簡明綜合財務狀況表	Condensed Consolidated Statement of Financial Position
27	簡明綜合收益表	Condensed Consolidated Income Statement
28	簡明綜合全面收益表	Condensed Consolidated Statement of Comprehensive Income
29	簡明綜合權益變動表	Condensed Consolidated Statement of Changes in Equity
31	簡明綜合現金流量表	Condensed Consolidated Statement of Cash Flows
32	簡明綜合中期財務資料附註	Notes to the Condensed Consolidated Interim Financial Information



## 公司資料

### CORPORATE INFORMATION

#### 董事會

##### 執行董事

黃學良先生(主席兼執行董事)

龍文駿先生

陳瑩女士(於二零二四年八月二日獲委任)

##### 非執行董事

關重遠先生

蔡靖先生

##### 獨立非執行董事

張俊傑先生

胡家棟先生

金玉豐先生

#### 高級管理層

龍文駿先生

#### 公司秘書

鄭啟培先生(CPA)

#### 審核委員會

胡家棟先生(主席)

關重遠先生

張俊傑先生

#### 薪酬委員會

張俊傑先生(主席)

金玉豐先生

關重遠先生

#### 提名委員會

黃學良先生(主席)

金玉豐先生

胡家棟先生

#### BOARD OF DIRECTORS

##### Executive Directors

Mr. Huang Xueliang (*Chairman and Executive Director*)

Mr. Loong, Manfred Man-tsun

Ms. Chen Ying (*appointed on 2 August 2024*)

##### Non-Executive Directors

Mr. Kwan, Allan Chung-yuen

Mr. Cai Jing

##### Independent Non-Executive Directors

Mr. Zhang Junjie

Mr. Woo Kar Tung, Raymond

Mr. Jin Yufeng

#### SENIOR MANAGEMENT

Mr. Loong, Manfred Man-tsun

#### COMPANY SECRETARY

Mr. Cheng Kai Pui, Eric (CPA)

#### AUDIT COMMITTEE

Mr. Woo Kar Tung, Raymond (*Chairman*)

Mr. Kwan, Allan Chung-yuen

Mr. Zhang Junjie

#### REMUNERATION COMMITTEE

Mr. Zhang Junjie (*Chairman*)

Mr. Jin Yufeng

Mr. Kwan, Allan Chung-yuen

#### NOMINATION COMMITTEE

Mr. Huang Xueliang (*Chairman*)

Mr. Jin Yufeng

Mr. Woo Kar Tung, Raymond

### 開曼群島註冊辦事處

Maples Corporate Services Limited  
PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

### 中國主要營業地點

中國深圳市  
南山區  
沙河西路1801號  
國實大廈22樓

### 香港總部及主要營業地點

香港  
新界  
沙田科學園  
科技大道東16號  
海濱大樓2座1樓

### 公司網站

[www.smit.com.cn](http://www.smit.com.cn)

### 開曼股份過戶登記處

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

### REGISTERED OFFICE IN THE CAYMAN ISLANDS

Maples Corporate Services Limited  
PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN THE PRC

22F, Guoshi Building  
No. 1801 Shahexi Road  
Nanshan District  
Shenzhen, PRC

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

1/F, Harbour View 2  
16 Science Park East Avenue  
Hong Kong Science Park, Shatin,  
New Territories  
Hong Kong

### COMPANY'S WEBSITE

[www.smit.com.cn](http://www.smit.com.cn)

### CAYMAN SHARE REGISTRAR AND TRANSFER AGENT

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

## 公司資料

### CORPORATE INFORMATION

#### 香港證券登記處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712至1716室

#### 主要往來銀行

花旗銀行香港分行  
香港  
九龍  
尖沙咀  
海港城港威1座21樓

#### 核數師

羅兵咸永道會計師事務所  
執業會計師  
註冊公眾利益實體核數師

#### 股份代號

2239

#### HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

#### PRINCIPAL BANKER

Citibank N.A. Hong Kong Branch  
21/F, Tower 1, The Gateway, Harbour City  
Tsim Sha Tsui  
Kowloon  
Hong Kong

#### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants*  
*Registered Public Interest Entity Auditor*

#### STOCK CODE

2239



# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 業務回顧

本集團是全球付費電視廣播接收的領先安全裝置供應商，通過銷售可讓終端使用者接收付費電視內容的條件接收模塊（或視密卡）產品，為全世界付費電視行業設計、開發及營銷安全裝置。

集團還從事以下兩項業務活動：

- 智慧傳感技術業務，專注於智能傳感方向產品和解決方案的研發及銷售；和
- 提供集成電路（「IC」）解決方案，包括集成電路產品及相關產品的開發和銷售設計服務。

### 視密卡

二零二四年上半年，本集團視密卡銷售收益較二零二三年上半年下降4.3%至約5.7百萬美元（截至二零二三年六月三十日止六個月：6.0百萬美元），佔本集團總收益65.9%。

二零二四年上半年視密卡最大市場歐洲區的收入佔視密卡總銷售額的73.1%，同比下降9.5%，主要由於產品單價下降；其中奧地利和東歐客戶出貨數量同比增長，主要由於主要運營商業務發展採購量增加；而西歐和北歐的訂單需求同比減少，主要由於客戶庫存消化不如預期。新興市場銷售同比輕微下降2.6%，與去年同期大概持平。國內市場銷售同比下降26.1%，主要因為今年上半年缺少了去年同期的批量工程卡訂單。

### BUSINESS REVIEW

The Group is a leading security devices provider globally for pay-TV broadcasting access. It designs, develops and markets security devices primarily for the pay-TV industry worldwide through sales of conditional access modules, or CAMs, products which provide end users with access to pay-TV content.

The Group is also engaged in the following two business activities:

- intelligent sense technology business which focuses on research, development and sales of smart sensing-oriented products and solutions; and
- provision of integrated circuit (“IC”) solutions, including development and sales of IC products and related design services.

### CAM

In the first half of 2024, the Group’s revenue generated from CAM sales amounted to approximately US\$5.7 million, representing a decrease of 4.3% when compared to that in the first half of 2023 (for the six months ended 30 June 2023: US\$6.0 million), and which accounted for 65.9% of the Group’s total revenue.

In the first half of 2024, the revenue from the largest market for CAM, Europe, accounted for 73.1% of CAM’s total sales, a year-on-year decrease of 9.5%, primarily due to a decline in product unit prices. Among them, shipments to customers in Austria and Eastern Europe increased year-on-year, mainly due to the increased procurement volume driven by the business development of major operators; whereas order demand in Western and Northern Europe decreased year-on-year, mainly due to slower-than-expected inventory consumption by customers. Sales in emerging markets slightly decreased by 2.6% year-on-year, which approximated same level with that of the same period last year. Sales in the domestic market decreased by 26.1% year-on-year, mainly due to the absence of bulk engineering card orders in the first half of this year compared to the same period last year.

## 管理層討論及分析

### MANAGEMENT DISCUSSION AND ANALYSIS

歐洲付費電視運營商計劃年底關閉標清節目，刺激了存量市場對新終端設備的需求。但電視運營商內容節目IP化的趨勢仍在繼續，市場面臨OTT業務的衝擊，付費電視產品需求依然在下降，受此影響西歐和北歐的視密卡產品需求量同比降低。而由於戰爭和對俄羅斯制裁的原因，導致此前原計劃的招標受挫，俄羅斯市場產品無法按計劃進行銷售，該局面可能會延續到全年。本集團將持續關注行業動態，結合運營商需求與各參與方積極溝通，努力挖掘新的市場機會。

國內市場由於運營商預算受限，計劃內的國內轉播工程卡切換為國密產品的計劃暫時推遲。然而USB Dongle產品出貨客戶增長，酒店項目持續出貨，且新增兩個地方運營商項目。藉助酒店項目，本集團完成了國內頭部通信運營商IPTV Dongle產品化，並中標第一批產品採購。此外，響應廣電總局政策而開展的簡單看電視產品化項目，已按計劃完成樣品，產品後續的演示及推廣穩步推進中。

European PayTV operators plan to shut down standard definition channels by the end of the year, stimulating market demand for new terminal equipment. However, the trend of TV operators turning content into IP continued, and the market faced the impact of OTT services. The demand for PayTV products was still declining, and as a result, the demand for CAM in Western and Northern Europe had decreased year-on-year. Due to the war and sanctions on Russia, the previously planned tender was thwarted, and products intended for the Russian market could not be sold as planned. This situation may persist throughout the year. The Group will continue to monitor industry trends, actively communicate with operators and all stakeholders, and strive to uncover new market opportunities.

Due to budget constraints of domestic operators, the planned switch from domestic broadcast engineering cards to state-secured products had been temporarily postponed. However, there had been an increase in customers for USB Dongle product shipments, continued shipments for hotel projects, and the addition of two new local operator projects. Leveraging the hotel project, the Group completed the productization of IPTV Dongle for a leading domestic telecom operator and won the bid for the first batch of product procurement. In addition, the Simple TV Productization Project, initiated in response to the policies of the State Administration of Radio and Television, had completed the sample as planned, and the subsequent demonstration and promotion of the product was progressing steadily.

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 智慧感知

本集團於二零二二年開始從事智慧感知業務，專注於提供智能傳感方向產品和解決方案，重點佈局激光雷達、柔性壓力傳感器及其他各類型智能傳感產品。二零二四年上半年，本集團智慧感知銷售收益約為2.2百萬美元（截至二零二三年六月三十日止六個月：0.6百萬美元），佔本集團總收益的25.7%。

年內智慧感知重點圍繞頭部客戶公關以形成示範效應。目前項目覆蓋廣泛，開拓了多家新能源汽車頭部企業業務，逐步攻佔競品市場，並成為其中一家頭部優先選擇的供應商。而以壓感觸控技術為基礎的健康類安全檢測產品逐步形成標準工廠產線輸出，在研發技術、供應鏈等環節都取得了巨大進步，產線自動化的創新研發工作獲得合作夥伴認可。

### 集成電路解決方案

二零二四年上半年，本集團集成電路解決方案銷售收益約為0.7百萬美元（截至二零二三年六月三十日止六個月：4.7百萬美元），較二零二三年上半年下降84.5%，佔本集團總收益8.4%。集成電路解決方案銷售收益下降主要由於一個重大的投片銷售訂單於二零二三年度完成。研發經費支出主要包括員工成本及資產折舊攤銷，約為2.6百萬美元。

未來本集團將持續對集成電路解決方案投入資源，全面推進新營收增長點的市場化進程。

### Intelligent sense

The Group started to engage in the business of intelligent sense in 2022, focusing on providing products and solutions in the direction of smart sensing, with an emphasis on Lidar, flexible pressure sensors, and other types of smart sensing products. In the first half of 2024, the Group's intelligent sense sales revenue was approximately US\$2.2 million (six months ended 30 June 2023: US\$0.6 million), accounting for 25.7% of the Group's total revenue.

During the year, intelligent sense focused on leading customer PR to create a demonstration effect. At present, the project covers a wide range of targets and has developed the business on a number of leading enterprises of new energy vehicle, gradually capturing the market of competing products and becoming one of the leading preferred suppliers. As for the health and safety testing products based on pressure-sensing touch technology, we have gradually formed a standard output of factory production line, and have made great progress in research and development technology and supply chain, and our innovative research and development work on production line automation has been recognised by our partners.

### IC Solutions

In the first half of 2024, the Group's revenue derived from IC solutions was approximately US\$0.7 million (six months ended 30 June 2023: US\$4.7 million), representing a decrease of 84.5% compared to the first half of 2023 and accounting for 8.4% of the Group's total revenue. The decrease in IC solutions revenue was mainly due to the completion of a major IC taping sales order in 2023. Research and development expenditure, which comprise mainly staff cost and asset depreciation and amortization, amounted to approximately US\$2.6 million.

In the future, the Group will continue to invest resources in IC solutions and comprehensively promote the marketization process of new revenue growth points.



## 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 財務回顧

#### 收益

截至二零二四年六月三十日止六個月，本集團的收益為8.7百萬美元（二零二三年同期：11.2百萬美元）。下表列示按業務分部劃分的收益明細：

		截至六月三十日止六個月 Six Months Ended 30 June				
		二零二四年 2024		二零二三年 2023		
		百萬美元 US\$ Million	百分比 %	百萬美元 US\$ Million	百分比 %	變動百分比 Change in %
視密卡	CAM	5.7	65.9%	6.0	53.0%	-4.3%
集成電路解決方案	IC Solutions	0.7	8.4%	4.7	41.9%	-84.5%
智慧感知	Intelligent Sense	2.2	25.7%	0.6	5.1%	291.6%
		8.7	100%	11.2	100%	-22.9%

於回顧期內，本集團收益較二零二三年同期減少22.9%，主要由於集成電路解決方案業務收益減少。

#### 毛利及毛利率

截至二零二四年六月三十日止六個月的毛利為4.3百萬美元，較二零二三年同期上漲0.4百萬美元；毛利率為49.4%（二零二三年同期：34.1%），毛利增加主要由於智慧感知業務規模擴大。

#### 研發開支

研發開支主要包括本集團研發人員的薪金及福利、租金及辦公開支、條件接收認證費用、專業服務費及交通及住宿以及資產折舊與攤銷。於回顧期內，研發開支對比去年同期減少2.8%至5.4百萬美元，金額大致與去年同期持平。

### FINANCIAL REVIEW

#### Revenue

For the six months ended 30 June 2024, the Group generated revenue of US\$8.7 million (for the same period in 2023: US\$11.2 million). The following table shows revenue breakdown by business segments:

During the review period, the Group's revenue decreased by 22.9% compared to the same period in 2023, which was mainly attributable to the decrease in revenue from IC solution business.

#### Gross Profit and Gross Profit Margin

Gross profit amounted to US\$4.3 million for the six months ended 30 June 2024, representing an increase of US\$0.4 million compared to the same period in 2023. Gross profit margin amounted to 49.4% (for the same period in 2023: 34.1%), increase in gross profit was mainly attributable to the expansion of the intelligent sense business.

#### Research and Development Expenses

Research and development expenses mainly include salaries and benefits of the Group's research and development staff, rental and office expenses, CA certification fees, professional service fees and transportation and lodging, asset depreciation and amortization. During the review period, research and development expenses decreased by 2.8% to US\$5.4 million, amount approximated same level with that of the same period last year.

# 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 銷售及分銷開支

銷售及分銷開支主要包括銷售及營銷人員的薪金及福利、營銷、培訓及推廣開支、差旅及招待費及租金及辦公開支。於回顧期內，銷售及分銷開支為0.7百萬美元，較去年同期上漲5.0%，主要由於智慧感知業務市場推廣增加。

### 一般及行政開支

一般及行政開支主要包括管理層、行政及財務人員的薪金及福利、專業服務費、租金及辦公開支以及差旅及招待費。於回顧期內，一般及行政開支與去年同期對比下降16%至3.1百萬美元，主要由於減少人員開支。

### 所得稅開支

截至二零二四年六月三十日止期間，所得稅費用總計0.2千美元。少量所得稅支出主要與往年所得稅撥備不足有關。未計提當期所得稅由於集團沒有應納稅額。

### 期內虧損

截至二零二四年六月三十日止期內虧損金額為15.1百萬美元，去年同期為溢利0.3百萬美元。期內虧損主要由於被投資公司在研發活動上的持續投資，導致本集團就被投資公司的分佔入賬虧損增加，以及缺少被投資公司視作出售投資稀釋收益。

### Selling and Distribution Expenses

Selling and distribution expenses mainly include salaries and benefits of sales and marketing staff, marketing, training and promotion expenses, travel and entertainment and rental and office expenses. During the review period, selling and distribution expenses amounted to US\$0.7 million, representing an increase of 5.0% as compared to the same period last year, which was mainly attributable to the increase in the marketing activities of intelligent sense business.

### General and Administrative Expenses

General and administrative expenses mainly include salaries and benefits of management, administrative and finance staff, professional service fees, rental and office expenses, and travel and entertainment. During the review period, general and administrative expenses amounted to US\$3.1 million, representing an decreased by 16% compared to the same period last year, which was mainly due to reduced personnel costs.

### Income Tax Expenses

For the period ended 30 June 2024, income tax expenses amounted to US\$0.2 thousand. The small amount of income tax expenses was mainly related to under-provision of income tax in previous years. There was no provision of current income tax for the period because the Group had no tax payable.

### Loss for the Period

The loss for the period ended 30 June 2024 amount to US\$15.1 million, as compared to a profit of US\$0.3 million to the same period last year. The loss for the period was mainly attributable to the continuous investment in research and development activities by the investee companies, which resulted in an increase in the Group's share of recorded losses in respect of the investee companies, as well as the absence of dilution gain on deemed divestment by the investee companies.

## 管理層討論及分析

### MANAGEMENT DISCUSSION AND ANALYSIS

#### 流動資金、財務資源及債務結構

回顧期內，本集團繼續維持良好及穩健的流動資金狀況。於二零二四年六月三十日，本集團之現金及現金等價物合計為16.8百萬美元（二零二三年十二月三十一日：20.6百萬美元）。本集團於二零二四年六月三十日的現金及現金等價物主要分別以人民幣及美元列值。於二零二四年六月三十日，本集團錄得流動資產淨值24.1百萬美元（二零二三年十二月三十一日：26.5百萬美元）及流動比率為591.5%（二零二三年十二月三十一日：459%）。

於二零二四年六月三十日，本集團無銀行借款（二零二三年十二月三十一日：無），但有租賃負債1.7百萬美元（二零二三年十二月三十一日：0.9百萬美元）。本集團概無進行對沖活動。除此之外本集團概無任何其他尚未償還債務、銀行融資或任何發行在外或已授權但尚未發行的債券、定期貸款、其他借款或性質上屬於借款的債務、承兌信用、租購承擔、抵押及押記、或然負債或尚未解除的擔保。於二零二四年六月三十日，本集團在中國內地持有未動用的銀行融資人民幣200百萬元（相等於28.1百萬美元）（二零二三年十二月三十一日：人民幣200百萬元（相等於28.2百萬美元））。於二零二四年六月三十日，本集團資產負債比率（按銀行借款總額除以權益總額計算為0%（二零二三年十二月三十一日：0%））。

#### 資本承擔

於二零二四年六月三十日，本集團已訂約但未撥備之資本承擔為0.02百萬美元（二零二三年十二月三十一日：0.09百萬美元），並無已授權但未訂約之資本承擔（二零二三年十二月三十一日：無）。

#### Liquidity, Financial Resources and Debt Structure

During the review period, the Group continued to maintain a healthy and solid liquidity position. As at 30 June 2024, total cash and cash equivalents of the Group amounted to US\$16.8 million (as at 31 December 2023: US\$20.6 million). As at 30 June 2024, the cash and cash equivalents of the Group were mainly denominated in RMB and US dollars. As at 30 June 2024, the Group recorded net current assets amounting to US\$24.1 million (as at 31 December 2023: US\$26.5 million) and a current ratio of 591.5% (as at 31 December 2023: 459%).

As at 30 June 2024, the Group's bank borrowings were Nil (as at 31 December 2023: Nil), and lease liabilities were US\$1.7 million (as at 31 December 2023: US\$0.9 million). No hedging activities had been carried out by the Group. In addition, the Group did not have any other outstanding indebtedness, banking facilities or any outstanding or authorised but unissued debt securities, term loans, other borrowings or indebtedness in the nature of borrowing, acceptance credits, hire purchase commitments, mortgages and charges, contingent liabilities or guarantees outstanding. The Group holds undrawn banking facilities of RMB200 million (equivalent to US\$28.1 million) (as at 31 December 2023: RMB200 million (equivalent to US\$28.2 million)) in Mainland China as at 30 June 2024. The Group's gearing ratio, as calculated by dividing total bank borrowings by total equity, was 0% as at 30 June 2024 (as at 31 December 2023: 0%).

#### Capital Commitments

As at 30 June 2024, the Group has capital commitments amounted to US\$0.02 million (as at 31 December 2023: US\$0.09 million) contracted, but not provided for, and did not have any authorised but not contracted for capital commitments (as at 31 December 2023: Nil).



### 重大投資、重要收購、出售附屬公司及聯營公司

於二零二四年六月三十日，本集團共於六間（二零二三年十二月三十一日：六間）非上市公司擁有股本證券投資及一家非上市基金擁有權益，且於公平值合共約為24.7百萬美元（二零二三年十二月三十一日：24.8百萬美元）。

由於二零二四年六月三十日之重大投資的規模超過上市規則附錄D2第32(4A)段所述的5%限額，故於下文披露此項重大投資的詳情。

於二零二零年十一月十九日，本集團以總代價人民幣5,000,001元（相等於752,831美元）收購於中國註冊成立的芯行紀科技有限公司（「**芯行紀**」）的10%股權。芯行紀主要提供芯片設計服務。芯行紀已於二零二二年底向市場推出若干自主開發的EDA工具，並正在招攬集成電路設計行業的主要參與者。

截至二零二一年十二月三十一日止年度，芯行紀與中國若干獨立企業投資者訂立注資協議，該等投資者同意購買芯行紀的額外股份，本集團於芯行紀的股權由10%攤薄至約4.7%。截至二零二二年十二月三十一日止年度，芯行紀進一步與中國若干獨立企業投資者訂立注資協議，該等投資者同意購買芯行紀的額外股份，本集團於芯行紀的股權由4.7%進一步攤薄至約4.2%。截至二零二四年六月三十日止期間，芯行紀與中國若干獨立企業投資者訂立注資協議，該等投資者同意購買芯行紀的額外股份，本集團於芯行紀的股權由4.2%進一步攤薄至約4.0%。於二零二四年六月三十日，本集團持有的芯行紀股權的公平值約為15,159,000美元，佔本集團於二零二四年六月三十日總資產的8.7%。截至二零二四年六月三十日止年度，概無公平值收益於綜合收益表中確認。

### Significant Investment, Material Acquisition and Disposal of Subsidiaries and Associated Companies

As at 30 June 2024, the Group had equity securities investments in a total of six (31 December 2023: six) unlisted companies and had interest in an unlisted fund with an aggregate fair value of approximately US\$24.7 million (31 December 2023: US\$24.8 million).

Details of a significant investment as at 30 June 2024 are disclosed below as the size of this investment exceeded the 5% threshold under paragraph 32(4A) of Appendix D2 to the Listing Rules.

On 19 November 2020, the Group acquired 10% equity interest of X-Times Design Automation Co., LTD (“**X-Times**”), a company incorporated in the PRC, at a total consideration of RMB5,000,001 (equivalent to US\$752,831). X-Times is mainly engaged in the provision of IC design services, and had in late 2022 launched certain self-developed EDA tools and was in the process of pitching to major IC design industry players.

During the year ended 31 December 2021, X-Times entered into a capital injection agreement with certain independent PRC corporate investors for the subscription of equity interest in X-Times, as a result of which, the equity interest of the Group in X-Times was diluted from 10% to approximately 4.7%. During the year ended 31 December 2022, X-Times had entered into a further capital injection agreement with other independent PRC corporate investors for the subscription of equity interest in X-Times, as a result of which the equity interest of the Group in X-Times was further diluted from 4.7% to approximately 4.2%. During the period ended 30 June 2024, the Group’s shareholding interest in X-Times was further diluted from 4.2% to approximately 4.0% as a result of a capital injection agreement entered into between X-Times and certain independent corporate investors in the PRC, who agreed to purchase additional shares in X-Times. As at 30 June 2024, the fair value of the equity interest in X-Times held by the Group was approximately US\$15,159,000, representing 8.7% of the Group’s total assets as at 30 June 2024. No fair value gain was recognised in the consolidated income statement of the Group for the year ended 30 June 2024.

## 管理層討論及分析

### MANAGEMENT DISCUSSION AND ANALYSIS

芯行紀自成立以來並無分派股息。該項投資並非交易性金融資產。本集團認為此乃擴大本集團集成電路解決方案業務分部之戰略投資。本集團將定期審閱其投資策略。

除本報告所披露者外，本集團於二零二四年六月三十日並無持有其他重大投資。

#### 或然負債

於二零二四年六月三十日，本集團並無任何重大或然負債。

#### 貨幣風險及管理

本集團主要於歐洲(美元計值交易)及中國(人民幣計值交易)進行銷售。本集團的視密卡銷售主要以美元計值，而集成電路解決方案及智慧感知產品及解決方案的銷售分別以美元及人民幣計值。本集團生產成本主要以人民幣計值。

於回顧期內，本集團並無訂立任何外匯遠期合約或使用任何衍生工具合約來對沖貨幣風險。本集團密切監視外匯匯率變化以管理貨幣風險並會在必要時考慮對沖重大外匯風險。

#### 僱員及薪酬政策

於二零二四年六月三十日，本集團聘用172名僱員(二零二三年十二月三十一日：158名僱員)，其中160名駐於中國內地、10名駐於香港及2名駐於德國。本集團的員工成本(包括薪酬、花紅、社會保障、公積金及股份激勵計劃)總額為4.9百萬美元，佔本集團總收益57.1%。

No dividend has been distributed by X-Times since establishment. The investment is not financial assets held for trading. The Group considers its interest held in X-Times as a strategic investment allowing the Group to broaden its IC solutions business segment. The Group will review its investment strategy on a regular basis.

Save for those disclosed in this report, there were no other significant investments held by the Group as at 30 June 2024.

#### Contingent Liabilities

As at 30 June 2024, the Group did not have any significant contingent liabilities.

#### Currency Risk and Management

The Group's sales are primarily made in Europe (in US dollar-denominated transactions) and the PRC (in RMB-denominated transactions). The Group's CAM sales are predominantly denominated in US dollars, while sales of IC solutions and intelligent sense products and solutions are predominantly denominated in US dollars and RMB respectively. The Group's costs of production are predominantly denominated in RMB.

During the review period, the Group did not enter into any foreign currency forward contracts or use any derivative contracts to hedge against its currency exposure. The Group manages its currency risk by closely monitoring the movement of foreign currency rates and may consider hedging significant foreign currency exposure should the need arise.

#### Employees and Remuneration Policy

As at 30 June 2024, the Group employed 172 employees (as at 31 December 2023: 158 employees), of whom 160 were based in Mainland China, 10 in Hong Kong and 2 in Germany. The Group's staff costs (including salaries, bonus, social insurance, provident funds and share incentive plan) amounted to US\$4.9 million in aggregate, representing 57.1% of the total revenue of the Group.

本集團與所有全職僱員均訂立僱傭協議。若干高級管理層及主要研發人員已與本集團簽訂保密協議及不競爭協議。各高級行政人員已同意於僱傭協議生效期間及之後的一段時間內對本公司的任何保密資料、商業秘密或專業知識或本集團收到的任何第三方的機密資料絕對保密，且除職務上需要外，彼等不會對該等保密資料加以利用。此外，各高級行政人員已同意於受僱期結束後兩年內受不競爭限制的約束。

本集團的成功依賴其吸引、挽留及激勵合資格人員的能力。本集團亦致力培訓及發展我們的僱員。本集團利用研發中心、研究實驗室及項目管理團隊，確保每名僱員通過接受從技術、解決方案及服務，直至客戶、市場及行業等方面課題上進行的持續培訓來維持現時的技能，本集團為所有新僱員提供入職培訓，以及在職培訓以持續提升僱員的技術、專業及管理能力。

### 展望

全球集成電路行業近年來形成供應鏈整合、區域專業化的趨勢，中國龐大的市場容量促使海外半導體頭部公司通過業務重組等方式積極推動本土化。而我國也加大投資力度，持續扶持產業發展，提升競爭實力。本集團亦將不斷挖掘全新市場機會，充分發揮自身優勢，推進業務轉型。

The Group has entered into employment agreements with all of its full-time employees. Certain senior management and key research and development personnel have signed confidentiality agreements and non-competition agreements with the Group. Each senior executive officer has agreed to hold, both during and after the effective period of his or her employment agreement, in strict confidence and not to use, except as required in the performance of his or her employment duties, any confidential information, trade secrets or know-how of the Group or the confidential information of any third party received by the Group. Additionally, each senior executive officer has agreed to be bound by non-competition restrictions for a period of two years following the expiry of his or her term of employment.

The Group's success depends on its ability to attract, retain and motivate qualified personnel. The Group is also dedicated to the training and development of employees. Towards that end, the Group leverages on the resources of its research and development centre, research laboratories and project management team to ensure that each employee maintains his or her current skill set through continuous training on topics ranging from technologies, solutions and services to clients, markets and the industry. The Group provides introductory training and orientation for all new employees, as well as on-the-job training to continuously improve employees' technical, professional and management skills.

### OUTLOOK

In recent years, the global IC industry has seen a trend of supply chain integration and regional specialisation. China's vast market capacity has prompted leading overseas semiconductor companies to actively promote localization through business restructuring and other methods. China is also increasing investment efforts, continuously supporting industrial development, and enhancing competitive strength. The Group will also continuously explore new market opportunities, fully leverage its strengths, and drive business transformation.



## 管理層討論及分析

### MANAGEMENT DISCUSSION AND ANALYSIS

視密卡業務方面，海外市場將借助電視機廠商去掉PCMCIA界面的計劃，推動歐洲大運營商啓動USB CAM項目。同步加速客戶定制的新產品開發，力爭在九月份的IBC展會上充分推廣。國內市場跟緊簡單看電視項目，全面推動產品系列，爭取在四季度形成訂單。國密工程卡方面，借助8K轉播的機會，與轉播商溝通加快啓動切換項目。對於頭部通信運營商的IPTV Dongle產品，年內盡可能完成更多訂單交付，並降低產品成本。

集成電路解決方案業務方面，本集團將繼續加強市場調研，深度挖掘客戶需求，借助靈活的商務模式，充分利用供應鏈合作優勢，努力打造應用場景更加豐富的芯片產品。在不斷的場測調試與工程驗證中優化產品，投入量產後推進產線產能與良率，保證產品的交期與品質。

智慧感知業務方面，本集團持續以壓感技術為主佈局，充分利用新能源汽車行業頭部客戶的帶動作用，提升自身生產製造能力。而應用於安全檢測的健康類消費電子產線將繼續優化，提升產品良率，努力增強未來的交付能力和議價能力。對於並行的各個項目，合理調度內部資源，確保逐個攻堅。

為增強市場抗壓性，保證持續增長的韌性，本集團將繼續在技術路線上尋求突破，探索獨有的發展生態，不斷完善成長機制。在集中力量發展核心業務的同時，保持行業創新前沿的敏感度，在全球化市場內的地域多元化合作中擴展戰略資源，通過投資佈局、技術集成、研發升級等方式，全面提高本集團的硬實力，為股東創造更大價值。

In terms of the CAM business, the overseas market will leverage TV manufacturers' plans to remove the PCMCIA interface to drive major European operators to launch USB CAM projects. We will synchronise and accelerate the development of customised new products for clients, striving for full promotion at the IBC exhibition in September. In the domestic market, we will closely follow the Simple TV Project, fully promoting the product series, aiming to secure orders in the fourth quarter. Regarding the state-secret cards, we will take advantage of the 8K broadcast opportunity to communicate with the broadcaster and expedite the initiation of the switching project. For the IPTV Dongle products of leading telecom operators, we will try to complete as many order deliveries as possible within the year and reduce product costs.

For the IC solutions business, the Group will continue to enhance market research, deeply explore customer needs, leverage flexible business models, fully utilise the advantages of supply chain cooperation, and strive to develop chip products with more diverse application scenarios. While continuing to the optimise product through field testing and engineering validation, advancing production line capacity and yield after mass production, and ensuring product delivery time and quality.

For the intelligent sense business, the Group will continue to focus on pressure sensing technology, leveraging the influence of leading customers in the new energy vehicle industry to enhance its own manufacturing capabilities. The consumer electronics production line for health-related safety testing will continue to be optimised, improving product quality rate, and striving to enhance future delivery capabilities and bargaining power. For each parallel project, we will reasonably allocate internal resources to ensure that we tackle difficulties one by one.

To enhance market resilience and ensure sustained growth, the Group will continue to seek breakthroughs in technological pathways, explore unique development ecosystems, and continuously improve growth mechanisms. While focusing on developing core businesses, we will maintain sensitivity to industry innovation at the forefront, expand strategic resources through diversified regional cooperation in the global market. We will comprehensively enhance the Group's hard power through investment layout, technology integration, and research and development upgrades, thereby creating greater value for the Shareholders.

## 回顧期結束後重大事項

於回顧期後直至本報告日期，並無發生重大事項。

## 中期股息

董事會不建議就截至二零二四年六月三十日止六個月派發任何中期股息（截至二零二三年六月三十日止六個月：零）。

## 購買、出售或贖回本公司上市證券

截至二零二四年六月三十日止六個月，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

## 公眾持股量

根據公開予本公司查閱的資料並就董事會所知，截至本報告日期，本公司維持上市規則所訂明不少於25%的公眾持股量。

## SIGNIFICANT EVENTS AFTER THE END OF THE REVIEW PERIOD

There has been no significant events occurring after the end of the review period up to the date of this report.

## INTERIM DIVIDEND

The Board does not recommend any interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the six months ended 30 June 2024, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

## PUBLIC FLOAT

Based on information that was publicly available to the Company and to the best knowledge of the Board, as at the date of this report, the Company maintained the prescribed public float of no less than 25% under the Listing Rules.

## 其他資料

### OTHER INFORMATION

#### 董事及最高行政人員的權益

於二零二四年六月三十日，董事及本公司最高行政人員於須根據證券及期貨條例第352條存置的本公司權益登記冊內所記錄的或根據標準守則知會本公司及聯交所的本公司及其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中的權益及淡倉載列如下：

#### INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at 30 June 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of interests of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

董事姓名 Name of director	權益性質 Nature of interest	證券數目及類別 <sup>(1)</sup> Number and class of securities <sup>(1)</sup>	佔本公司權益 的概約百分比 Approximate percentage of interest in our Company
黃學良 <sup>(2)</sup> Huang Xueliang <sup>(2)</sup>	實益權益及受控法團權益 Beneficial interest and interest in controlled corporation	183,136,401股股份(L) Shares (L)	56.40%
關重遠 <sup>(3)</sup> Kwan, Allan Chung-yuen <sup>(3)</sup>	實益權益 Beneficial interest	1,080,414股股份(L) Shares (L)	0.33%
龍文駿 Loong, Manfred Man-tsun	實益權益 Beneficial interest	4,558,649股股份(L) Shares (L)	1.40%
陳瑩 <sup>(4)</sup> Chen Ying <sup>(4)</sup>	實益權益 Beneficial interest	1,067,661股股份(L) Shares (L)	0.33%

附註：

(1) 「L」指董事於本公司或相關相聯法團股份的好倉。

Notes:

(1) The letter "L" denotes the Directors' long positions in the shares of our Company or the relevant associated corporation.



- (2) 於二零二四年六月三十日，黃學良先生於5,043,624股股份中擁有權益。黃先生亦持有深圳前海國微投資有限公司99%權益，而該公司持有Ever Expert Holdings Limited 100%權益。因此，於二零二四年六月三十日黃先生亦被視為於Ever Expert Holdings Limited持有的178,092,777股股份中擁有權益。
- (2) As at 30 June 2024, Mr. Huang Xueliang was interested in 5,043,624 Shares. Mr. Huang also held 99% in Shenzhen Qianhai Guowei Investment Co., Limited (深圳前海國微投資有限公司) which wholly owns Ever Expert Holdings Limited. Mr. Huang was therefore also deemed to be interested in the 178,092,777 Shares held by Ever Expert Holdings Limited as at 30 June 2024.
- (3) 於二零二四年六月三十日，關重遠先生於223,418股股份中擁有權益。關先生亦持有Cykorp Limited的全部權益。因此，於二零二四年六月三十日關先生被視作於Cykorp Limited持有的856,996股股份中擁有權益。
- (3) As at 30 June 2024, Mr. Kwan, Allan Chung-yuen was interested in 223,418 Shares. Mr. Kwan also held 100% interest in Cykorp Limited. Mr. Kwan is therefore deemed to be interested in the 856,996 Shares held by Cykorp Limited as at 30 June 2024.
- (4) 陳瑩女士於二零二四年八月二日獲委任。
- (4) Ms. Chen Ying was appointed on 2 August 2024.

除上文所披露者外，於二零二四年六月三十日，概無董事及／或本公司最高行政人員於須根據證券及期貨條例第352條存置的本公司登記冊內記錄或須根據標準守則知會本公司及香港聯交所的本公司或任何相聯法團（定義見證券及期貨條例第XV部）股份、相關股份或債權證中擁有任何其他權益或淡倉。

Save as disclosed above, as at 30 June 2024, none of the Directors and/or the chief executive of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

## 其他資料

### OTHER INFORMATION

#### 主要股東權益

於二零二四年六月三十日，據本公司董事所知悉，主要股東／其他人士（除董事及本公司最高行政人員外）於須根據證券及期貨條例第336條存置的本公司登記冊內記錄的本公司股份及相關股份中的權益及淡倉如下：

#### INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2024, so far as known to the Directors of the Company, the interests or short positions of substantial shareholders/other persons (other than Directors and chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

股東姓名／名稱 Name of Shareholder	身份／權益性質 Capacity/nature of interest	證券數目及類別 <sup>(1)</sup> Number and class of securities <sup>(1)</sup>	持股概約百分比 Approximate percentage of shareholding
張士雲女士 <sup>(2)</sup> Ms. Zhang Shiyun <sup>(2)</sup>	配偶的權益 Interest of spouse	183,136,401股股份(L) Shares (L)	56.40%
深圳前海國微投資有限公司 <sup>(2)</sup> Shenzhen Qianhai Guowei Investment Co., Ltd. <sup>(2)</sup>	於受控法團的權益 Interest in controlled corporation	178,092,777股股份(L) Shares (L)	54.81%
Ever Expert Holdings Limited <sup>(2)</sup>	實益擁有人 Beneficial owner	178,092,777股股份(L) Shares (L)	54.81%
鑫芯(香港)投資有限公司 Xinxin (Hongkong) Capital Co., Limited	實益擁有人 Beneficial owner	29,999,000股股份(L) Shares (L)	9.23%
鑫芯(上海)投資有限公司 <sup>(3)</sup> Xinxin (Shanghai) Investment Co., Ltd. <sup>(3)</sup>	於受控法團的權益 Interest in a controlled corporation	29,999,000股股份(L) Shares (L)	9.23%
國家集成電路產業投資基金股份有限公司 <sup>(3)</sup> China Integrated Circuit Industry Investment Fund Co., Ltd. <sup>(3)</sup>	於受控法團的權益 Interest in a controlled corporation	29,999,000股股份(L) Shares (L)	9.23%

附註：

(1) 字母「L」代表股份好倉。

Notes:

(1) The letter "L" denotes a long position.

- (2) 於二零二四年六月三十日，黃學良先生於5,043,624股股份中擁有權益。黃先生亦持有深圳前海國微投資有限公司的99%權益，而深圳前海國微投資有限公司持有Ever Expert Holdings Limited 100%權益。因此於二零二四年六月三十日，黃先生及深圳前海國微投資有限公司亦被視為由Ever Expert Holdings Limited持有的178,092,777股股份中擁有權益。張女士為黃先生的配偶，因此被視為黃先生擁有權益的全部股份中擁有權益。
- (2) As at 30 June 2024, Mr. Huang Xueliang was interested in 5,043,624 Shares. Mr. Huang also held a 99% interest in Shenzhen Qianhai Guowei Investment Co., Ltd. (深圳前海國微投資有限公司), which in turn held a 100% interest in Ever Expert Holdings Limited. Mr. Huang and Shenzhen Qianhai Guowei Investment Co., Ltd. (深圳前海國微投資有限公司) were therefore also deemed to be interested in the 178,092,777 Shares held by Ever Expert Holdings Limited as at 30 June 2024. Ms. Zhang is the spouse of Mr. Huang and was therefore deemed to be interested in all the Shares Mr. Huang was interested in.
- (3) 據董事所知，國家集成電路產業投資基金股份有限公司持有鑫芯(上海)投資有限公司的100%權益，而鑫芯(上海)投資有限公司持有鑫芯(香港)投資有限公司的100%權益。因此，於二零二四年六月三十日，國家集成電路產業投資基金股份有限公司及鑫芯(上海)投資有限公司各自被視為於鑫芯(香港)投資有限公司所持有的29,999,000股股份中擁有權益。
- (3) To the best of our Directors' knowledge, China Integrated Circuit Industry Investment Fund Co., Ltd. held a 100% interest in Xinxin (Shanghai) Investment Co., Ltd., which in turn held a 100% interest in Xinxin (Hongkong) Capital Co., Limited. Each of China Integrated Circuit Industry Investment Fund Co., Ltd. and Xinxin (Shanghai) Investment Co., Ltd. is therefore deemed to be interested in the 29,999,000 Shares held by Xinxin (Hongkong) Capital Co., Limited as at 30 June 2024.

除上文所披露者外，於二零二四年六月三十日，概無其他人士於須根據證券及期貨條例第336條存置的本公司登記冊內被記錄為於本公司股份或相關股份中擁有權益或淡倉。

Save as disclosed above, as at 30 June 2024, no other persons were recorded in the register of the Company required to be kept under Section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company.

## 購股權計劃

## SHARE OPTION SCHEME

### 首次公開發售前購股權計劃

### Pre-IPO Share Option Scheme

為確認及認可其部分僱員、董事及顧問對SMIT Corporation發展作出的貢獻，SMIT Corporation於二零零八年二月二十一日採納一項股份激勵計劃(「二零零八年股份計劃」)。作為籌備本公司上市而進行的重組的一部分，本公司透過於二零一五年九月十五日通過的唯一股東書面決議案採納二零零八年股份計劃作為首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)，承擔SMIT Corporation根據二零零八年股份計劃授出的購股權的所有權利及責任，而SMIT Corporation與該等購股權持有人訂立的所有購股權協議(以根據二零零八年股份計劃授出的所有該等購股權及其作用，以及訂立的購股權協議及其作用為限)按照其條款將為有效、具約束力及對本公司可強制執行，猶如該等購股權已由本公司根據首次公開發售前購股權計劃授出。

To recognise and acknowledge the contributions made by certain of its employees, Directors and consultants to the growth of SMIT Corporation, SMIT Corporation adopted a share incentive plan on 21 February 2008 (the “**2008 Share Plan**”). As part of the reorganisation in preparation for the listing of the Company, the Company assumed the 2008 Share Plan as the Pre-IPO Share Option Scheme (the “**Pre-IPO Share Option Scheme**”) by resolutions in writing of the sole shareholder passed on 15 September 2015, and assumed all the rights and obligations under options granted by SMIT Corporation under the 2008 Share Plan, and all share option agreements entered into between SMIT Corporation and the holders of such options, to the extent and effect that all such share options granted under, and such share option agreements entered, under the 2008 Share Plan will be valid, binding and enforceable against the Company in accordance with their terms, as if such options had been granted by the Company under the Pre-IPO Share Option Scheme.



## 其他資料

### OTHER INFORMATION

於上市日期或之後，概無根據首次公開發售前購股權計劃進一步授出購股權。

以下載列首次公開發售前購股權計劃項下於二零二四年六月三十日尚未行使購股權的詳情：

承授人類別/名稱	二零二四年 一月一日已 授出購股權的 相關股份數目	授出日期	行使價	歸屬日期	到期日	在行使日期 前加權平均				於二零二四年 六月三十日 尚未行使
	Number of Share underlying the options granted as at 1 January 2024					收市價	回顧期所行使	回顧期所註銷	回顧期所失效	Outstanding as at 30 June 2024
Category/Name of Grantee		Date of Grant	Exercise Price	Vesting Date	Expiration Date	Weighted average closing price before the exercise dates	Exercised during the review period	Cancelled during the review period	Lapsed during the review period	
<b>僱員</b> <b>Employees</b>										
其他合資格參與者(包括前僱員及顧問) Other eligible participants (including former employees and consultants)	104,390	01/03/2014	0.41美元 USD0.41	01/03/2018	01/03/2024	-	-	-	104,390	-
<b>總計</b> <b>Total</b>	104,390							-	104,390	-

於回顧期，概無首次公開發售前購股權被註銷。

於回顧期，合共104,390份首次公開發售前購股權根據首次公開發售前購股權計劃的條款失效。

除上文所披露者外，於回顧期，概無其他首次公開發售前購股權獲行使、註銷或失效。

於二零二四年六月三十日，概無首次公開發售前購股權計劃授出的購股權。

No further options were granted under the Pre-IPO Share Option Scheme on or after the Listing Date.

Set out below are details of the outstanding options under the Pre-IPO Share Option Scheme as at 30 June 2024:

During the review period, none of the Pre-IPO Share Options were cancelled.

During the review period, a total number of 104,390 Pre-IPO Share Options had lapsed in accordance with the terms of the Pre-IPO Share Option Scheme.

Save as disclosed above, no other Pre-IPO Share Options were exercised, cancelled or lapsed during the review period.

No shares issuable subject to the options granted under the Pre-IPO Share Option Scheme as at 30 June 2024.

## 銷售至位於遭受國際制裁司法權區的客戶

截至二零二四年六月三十日止六個月，本集團曾向位於俄羅斯的客戶銷售視密卡，佔本集團截至該期間總收益的1.2%，並向位於巴爾幹地區及烏克蘭的客戶銷售視密卡，佔本集團截至該期間總收益的18.1%。截至二零二四年六月三十日止期間，本集團並無向白俄羅斯、埃及及黎巴嫩作出任何銷售。截至二零二四年六月三十日止六個月，來自根據美國、歐盟、聯合國及澳洲的法律受到若干經濟制裁的國家或地區（「**被制裁國家**」）相關客戶的收益貢獻百分比比較二零二三年相應期間者略有增加。

二零二四年下半年，預期本集團將繼續向位於巴爾幹地區的客戶銷售且預期本集團向位於巴爾幹地區的客戶的銷售相對穩定。本集團將中止向位於俄羅斯及烏克蘭的客戶銷售。本集團亦預期其向位於埃及、黎巴嫩及白俄羅斯的客戶的銷售仍為零或不重大。截至二零二四年六月三十日止期間，本集團並無，且現時或日後概無意於被制裁國家或名列OFAC制裁名單（包括特別指定國民和被禁止人士名單）或美國、歐盟、聯合國或澳洲存置的其他受限制人士名單的若干人士及實體（「**被制裁人士**」）訂立本集團認為將令本集團或其投資者可能違反國際制裁或成為美國、歐盟、聯合國及澳洲的制裁相關法律法規（「**國際制裁**」）對象的任何交易。

## SALES TO CUSTOMERS LOCATED IN JURISDICTIONS SUBJECT TO INTERNATIONAL SANCTIONS

During the six months ended 30 June 2024, the Group had CAM sales to customers located in Russia, which accounted for 1.2% of the Group's total revenue for such period, as well as CAM sales to customers located in the Balkans and Ukraine, which accounted for 18.1% of the Group's total revenue for such period. During the period ended 30 June 2024, the Group had no sales to Belarus, Egypt and Lebanon. The percentage of revenue contribution from relevant customers located in the countries or territories which are targeted with certain economic sanctions under the laws of the United States, the European Union, the United Nations and Australia (the "**Sanctioned Countries**") in the six months ended 30 June 2024 has slightly increased as compared to those in the corresponding period in 2023.

In the second half of 2024, the Group is expected to continue its sales to customers located in the Balkans and sales in the areas are expected to be relatively stable. The Group will discontinue business with customers in Russia and Ukraine. The Group also expects its sales to customers located in Egypt, Lebanon and Belarus to remain zero or immaterial. During the period ended 30 June 2024, the Group did not, and has no present or future intention to, enter into any transactions in the Sanctioned Countries or with certain person(s) and entity(ies) listed on OFAC's sanctions lists including the Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the United States, the European Union, the United Nations or Australia (the "**Sanctioned Persons**") that the Group believes would put the Group or its investors at risk of violating international sanctions or becoming the target of sanction-related laws and regulations in the United States, the European Union, the United Nations and Australia (the "**International Sanctions**").

## 其他資料

### OTHER INFORMATION

為繼續監察及評估本集團的業務並採取措施遵守公司於二零一六年三月十六日出具的招股章程所披露本集團向聯交所作出的持續承諾，並保障本集團及股東的利益，截至二零二四年六月三十日止六個月，本集團已採取下列措施及努力，以監控及評估有關可能面臨國際制裁風險的業務活動：

- (i) 本集團已成立風險管理委員會，由本集團的高級管理人員組成，職責包括(其中包括)監控本集團面臨的制裁風險與出口控制及本集團執行相關內部控制程序的情況；
- (ii) 本集團於釐定其是否應在被制裁國家及與被制裁人士從事任何業務機會前評估制裁風險。本集團高級管理人員已進行相關客戶盡職調查，不限於客戶的身份及背景以及彼等的主要業務活動，並對照相關被制裁國家及被制裁人士名單檢查有關資料，以識別任何可能面臨的制裁風險；及
- (iii) 風險管理委員會繼續監控本集團面臨的制裁風險，當風險管理委員會認為必要時，本集團將聘請在國際制裁事宜方面具備必要專長及經驗的外部國際制裁法律顧問提供推薦意見及建議。截至二零二三年六月三十日止六個月，風險管理委員會並無發現本集團面臨須聘請外部國際制裁法律顧問的任何制裁風險。

董事認為，有關風險管理措施及努力提供合理充足及有效的框架協助本集團識別和監控任何重大國際制裁風險，以保護本公司及其股東的整體利益。

To continuously monitor and evaluate the Group's business and take measures to comply with the Group's continuing undertakings to the Stock Exchange as disclosed in the Company's prospectus dated 16 March 2016, and to protect the interests of the Group and the Shareholders, the Group undertook the following measures and efforts to monitor and evaluate its business activities in connection with possible International Sanctions risks for the six months ended 30 June 2024:

- (i) the Group has set up a risk management committee, comprising the Group's senior management, whose responsibilities include, among others, monitoring the Group's exposure to sanctions risks and export controls and the Group's implementation of the related internal control procedures;
- (ii) the Group evaluated sanctions risks prior to determining whether it should embark on any business opportunities in the Sanctioned Countries and with Sanctioned Persons. The Group's senior management had conducted relevant customer due diligence without limitation to identity and background of customers and their principal business activities and check such information against the relevant lists of Sanctioned Countries and Sanctioned Persons to identify any possible exposure to sanctions risks; and
- (iii) the risk management committee continuously monitored the Group's exposure to sanctions risks and the Group would, as and when the risk management committee considers it necessary, retain an external International Sanctions legal adviser with necessary expertise and experience in International Sanctions matters for providing recommendations and advice. During the six months ended 30 June 2023, the risk management committee did not discover any exposure to sanctions risks by the Group which it considered necessary for the Group to retain an external International Sanctions legal adviser.

The Directors are of the view that such risk management measures and efforts provided a reasonably adequate and effective framework to assist the Group in identifying and monitoring any material International Sanctions risk so as to protect the interests of the Company and its Shareholders as a whole.

## 遵守企業管治守則

自本公司股份於二零一六年三月三十日上市起，本公司已採納上市規則附錄C1所載的企業管治守則及企業管治報告（「企業管治守則」），作為其本身的企業管治守則。於截至二零二四年六月三十日止六個月，本公司一直遵守企業管治守則所載的守則條文，惟守則條文第C.2.1條除外。

根據企業管治守則條文第C.2.1條，其規定主席及行政總裁的角色應予區分，且不應由同一人士出任。由於本公司主席與行政總裁的職責均由黃學良先生履行，本公司因而偏離企業管治守則條款C.2.1。董事會相信，基於黃學良先生於業內的豐富經驗、個人履歷及其對本集團及本集團過往發展所擔當的關鍵角色，由其出任主席兼行政總裁實屬必要。董事會相信，一人身兼兩職的安排能提供強勢及貫徹的領導，並有助本集團進行更有效的規劃及管理。由於所有主要決策將於諮詢董事會成員後作出，且董事會有三名獨立非執行董事提供獨立意見，故董事會認為，目前有充足保障措施，確保董事會內有足夠的權力制衡。董事會亦將繼續檢討及監察本公司的常規，以遵守企業管治守則及讓本公司維持高水平的企業管治常規。

## COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code and Corporate Governance Report (the “CG Code”) contained in Appendix C1 to the Listing Rules as its own code of corporate governance since the listing of the Company’s shares on 30 March 2016. The Company has complied with the code provisions of the CG Code set out therein except for the code provision C.2.1 of the CG Code throughout the six months ended 30 June 2024.

Pursuant to CG Code provision C.2.1, the role(s) of chairman and chief executive should be separated and should not be performed by the same individual. As the duties of chairman and chief executive of the Company are performed by Mr. Huang Xueliang, the Company has deviated from the CG Code provision C.2.1. The Board believes that it is necessary to vest both of the roles of chairman and chief executive in Mr. Huang Xueliang due to Mr. Huang’s rich experience and established market reputation in the industry, and the importance of Mr. Huang Xueliang in the strategic development of the Group. The Board believes that the dual role arrangement provides strong and consistent market leadership and is critical for efficient business planning and management of the Group. As all major decisions are made after the consultation with the members of the Board, and there are three independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board will also continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.



## 其他資料

### OTHER INFORMATION

#### 遵守上市公司董事進行證券交易的標準守則

本公司已採納上市規則附錄C3所載標準守則為董事進行本公司證券交易的行為守則。向全體董事作出具體查詢後，本公司確認全體董事於截至二零二四年六月三十日止六個月一直遵守標準守則所規定的標準。

#### 審閱中期業績

截至二零二四年六月三十日止六個月的未經審計簡明綜合中期財務資料未經本公司外聘核數師審閱。

審核委員會已審閱本集團截至二零二四年六月三十日止六個月的未經審計簡明綜合中期財務資料。

承董事會命  
國微控股有限公司  
黃學良  
主席

香港，二零二四年八月二日

#### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED COMPANIES

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as the code of conduct in respect of transactions in securities of the Company by the Directors. Having made specific enquiries with all the Directors, the Company confirms that all the Directors have complied with the required standard as set out in the Model Code during the six months ended 30 June 2024.

#### REVIEW OF INTERIM RESULTS

The unaudited condensed consolidated interim financial information for the six months ended 30 June 2024 has not been reviewed by the Company's external auditor.

The Audit Committee has reviewed the Group's unaudited condensed consolidated interim financial information for the six months ended 30 June 2024.

By order of the Board  
**SMIT Holdings Limited**  
**Huang Xueliang**  
Chairman

Hong Kong, 2 August 2024

# 簡明綜合財務狀況表

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二四年六月三十日 As at 30 June 2024

		附註 Note	未經審計 Unaudited 六月三十日 二零二四年 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 31 December 2023 美元 USD
<b>資產</b>	<b>Assets</b>			
<b>非流動資產</b>	<b>Non-current assets</b>			
物業、廠房及設備	Property, plant and equipment	7	2,863,085	3,274,286
使用權資產	Right-of-use assets		1,699,561	814,383
其他無形資產	Other intangible assets	7	19,462,654	21,476,755
商譽	Goodwill	7	6,023,771	6,061,277
其他應收款項及預付款項	Other receivables and prepayments	8	219,351	423,165
使用權益法入賬的投資	Investments accounted for using the equity method	16	90,258,172	103,660,981
透過損益按公平值入賬的金融資產	Financial assets at fair value through profit or loss	9	24,650,411	24,769,727
遞延所得稅資產	Deferred income tax assets		1,552,168	1,555,991
			<b>146,729,173</b>	162,036,565
<b>流動資產</b>	<b>Current assets</b>			
存貨	Inventories		3,494,938	4,267,405
貿易及其他應收款項及預付款項	Trade and other receivables and prepayments	8	8,682,183	9,067,224
現金及現金等價物	Cash and cash equivalents		16,838,811	20,567,731
			<b>29,015,932</b>	33,902,360
<b>總資產</b>	<b>Total assets</b>		<b>175,745,105</b>	195,938,925
<b>權益及負債</b>	<b>Equity and liabilities</b>			
<b>權益</b>	<b>Equity</b>			
股本	Share capital	10	6,499	6,499
股份溢價	Share premium	10	102,271,300	102,687,878
合併儲備	Merger reserve		(48,810,141)	(48,810,141)
以股份為基礎的付款儲備	Share-based payment reserve		14,240,109	14,240,109
法定儲備	Statutory reserve		11,741,359	11,741,359
保留盈利	Retained earnings		76,138,318	91,067,419
資本儲備	Capital reserve		1,212,543	1,212,543
匯兌儲備	Exchange reserve		(3,338,708)	(2,555,351)
本公司擁有人應佔資本及儲備	Capital and reserves attributable to owners of the Company		153,461,279	169,590,315
非控股權益	Non-controlling interests		1,683,499	1,906,663
<b>總權益</b>	<b>Total equity</b>		<b>155,144,778</b>	171,496,978

上述簡明綜合財務狀況表須與相關附註一併閱讀。

The above condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

# 簡明綜合財務狀況表

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二四年六月三十日 As at 30 June 2024

			未經審計 Unaudited 六月三十日 二零二四年 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 31 December 2023 美元 USD
		附註 Note		
<b>負債</b>	<b>Liabilities</b>			
<b>非流動負債</b>	<b>Non-current liabilities</b>			
租賃負債	Lease liabilities		882,957	270,670
修復成本撥備	Provision of reinstatement cost		51,865	51,819
遞延收入	Deferred income	13	14,760,243	16,734,087
			<b>15,695,065</b>	<b>17,056,576</b>
<b>流動負債</b>	<b>Current liabilities</b>			
貿易應付款項	Trade payables	11	672,197	768,202
應計費用及其他應付款項	Accruals and other payables	12	2,568,817	3,676,643
合約負債	Contract liabilities		528,569	1,360,038
遞延收入	Deferred income	13	281,057	982,713
租賃負債	Lease liabilities		854,622	597,775
			<b>4,905,262</b>	<b>7,385,371</b>
<b>總負債</b>	<b>Total liabilities</b>		<b>20,600,327</b>	<b>24,441,947</b>
<b>總權益及負債</b>	<b>Total equity and liabilities</b>		<b>175,745,105</b>	<b>195,938,925</b>

上述簡明綜合財務狀況表須與相關附註一併閱讀。

The above condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

# 簡明綜合收益表

## CONDENSED CONSOLIDATED INCOME STATEMENT

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
		附註 Note	
收益	Revenue	5	8,661,523
銷售成本	Cost of sales	15	(4,381,460)
			11,234,029
			(7,398,510)
<b>毛利</b>	<b>Gross profit</b>		<b>4,280,063</b>
其他收益／(虧損)·淨額	Other gains/(losses), net	6	436
其他收入	Other income	6	2,643,744
研發開支	Research and development expenses	15	(5,382,331)
銷售及分銷開支	Selling and distribution expenses	15	(676,129)
一般及行政開支	General and administrative expenses	15	(3,095,962)
金融資產之減值淨虧損	Net impairment losses on financial assets	15	(194,148)
			3,835,519
			11,657,823
			3,050,635
			(5,539,014)
			(644,169)
			(3,673,290)
			(13,699)
<b>經營(虧損)／溢利</b>	<b>Operating (loss)/profit</b>		<b>(2,424,327)</b>
			8,673,805
融資收入	Finance income		218,303
融資成本	Finance costs		(32,324)
			214,159
			(251,014)
融資成本·淨額	Finance costs, net		185,979
			(36,855)
分佔使用權益法入賬的 投資淨(虧損)／溢利	Share of net (losses)/profits of investments accounted for using the equity method	16	(12,907,097)
			(10,618,634)
<b>除所得稅前虧損</b>	<b>Loss before income tax</b>		<b>(15,145,445)</b>
所得稅(開支)／抵免	Income tax (expenses)/credit	17	(198)
			2,261,689
<b>期內(虧損)／溢利</b>	<b>(Loss)/profit for the period</b>		<b>(15,145,643)</b>
			280,005
<b>以下各項應佔(虧損)／溢利：</b>	<b>(Loss)/profit is attributable to:</b>		
本公司擁有人	Owners of the Company		(14,929,101)
非控股權益	Non-controlling interests		(216,542)
			407,100
			(127,095)
			(15,145,643)
			280,005
期內本公司擁有人應佔每股(虧損) ／盈利	(Loss)/earning per share attributable to owners of the Company for the period		
每股基本(虧損)／盈利	Basic (loss)/earning per share	19	(0.05)
每股攤薄(虧損)／盈利	Diluted (loss)/earning per share	19	(0.05)
			0.00
			0.00

上述簡明綜合收益表須與相關附註一併閱讀。

The above condensed consolidated income statement should be read in conjunction with the accompanying notes.



## 簡明綜合全面收益表

### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
期內(虧損)/溢利	(Loss)/profit for the period	(15,145,643)	280,005
其他全面虧損	Other comprehensive loss		
後續可能重新分類至損益的項目	Items that may be reclassified subsequently to profit or loss		
匯兌差額	Translation differences	(647,692)	(4,134,724)
分佔使用權益法入賬的投資匯兌差額	Share of translation differences of investments accounted for using the equity method	(142,287)	(1,110,911)
期內其他全面虧損，扣除稅項	Other comprehensive loss for the period, net of tax	(789,979)	(5,245,635)
期內全面虧損總額	Total comprehensive loss for the period	(15,935,622)	(4,965,630)
以下各項應佔：	Attributable to:		
本公司擁有人	Owners of the Company	(15,712,458)	(4,787,151)
非控股權益	Non-controlling interests	(223,164)	(178,479)
		(15,935,622)	(4,965,630)

上述簡明綜合全面收益表須與相關附註一併閱讀。

The above condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

# 簡明綜合權益變動表

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

未經審計  
Unaudited  
本公司擁有人應佔  
Attributable to owners of the Company

		股本	股份溢價	合併儲備	以股份為基礎的	法定儲備	資本儲備	匯兌儲備	保留盈利	總額	非控股權益	總權益
					付款儲備							
		Share capital	Share premium	Merger reserve	payment reserve	Statutory reserve	Capital reserve	Exchange reserve	Retained earnings	Total	Non-controlling interests	Total equity
		美元	美元	美元	美元	美元	美元	美元	美元	美元	美元	美元
		USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD
於二零二四年一月一日的結餘	Balance at 1 January 2024	6,499	102,687,878	(48,810,141)	14,240,109	11,741,359	1,212,543	(2,555,351)	91,067,419	169,590,315	1,906,663	171,496,978
截至二零二四年六月三十日止六個月 全面(虧損)/收益	For the six months ended 30 June 2024 Comprehensive (loss)/income											
期內虧損	Loss for the period								(14,929,101)	(14,929,101)	(216,542)	(15,145,643)
匯兌差額	Translation differences							(647,692)		(647,692)		(647,692)
分佔使用權益法入賬的投資匯兌差額	Share of translation differences of investments accounted for using the equity method							(135,665)		(135,665)	(6,622)	(142,287)
期內全面虧損總額	Total comprehensive loss for the period							(783,357)	(14,929,101)	(15,712,458)	(223,164)	(15,935,622)
與擁有人的交易	Transactions with owners											
行使購股權(附註10)	Exercise of share options (Note 10)											
於二零二四年六月派付二零二三年 相關股息(附註18)	Dividends relating to 2023 paid in June 2024 (Note 18)		(416,578)								(416,578)	(416,578)
與擁有人的交易，直接於權益確認	Transaction with owners, recognized directly in equity	-	(416,578)	-	-	-	-			(416,578)		(416,578)
於二零二四年六月三十日的結餘	Balance at 30 June 2024	6,499	102,271,300	(48,810,141)	14,240,109	11,741,359	1,212,543	(3,338,708)	76,138,318	153,461,279	1,683,499	155,144,778

上述簡明綜合權益變動表應與隨附附註一併閱讀。

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

# 簡明綜合權益變動表

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

		未經審計 Unaudited 本公司擁有人應佔 Attributable to owners of the Company										
		股本	股份溢價	合併儲備	以股份為基礎的 付款儲備	法定儲備	資本儲備	匯兌儲備	保留盈利	總額	非控股權益	總權益
		Share capital	Share premium	Merger reserve	Share-based payment reserve	Statutory reserve	Capital reserve	Exchange reserve	Retained earnings	Total	Non-controlling interests	Total equity
		美元	美元	美元	美元	美元	美元	美元	美元	美元	美元	美元
		USD	USD	USD	USD	USD	USD	USD	USD	USD	USD	USD
於二零二三年一月一日的結餘	Balance at 1 January 2023	6,408	101,222,551	(48,810,141)	15,500,030	11,741,359	1,212,543	(451,003)	104,964,155	185,385,902	2,198,818	187,584,720
截至二零二三年六月三十日止六個月	For the six months ended 30 June 2023											
全面(虧損)/收益	Comprehensive (loss)/income											
期內溢利/(虧損)	Profit/(loss) for the period	-	-	-	-	-	-	-	407,100	407,100	(127,095)	280,005
匯兌差額	Translation differences	-	-	-	-	-	-	(4,134,724)	-	(4,134,724)	-	(4,134,724)
分佔使用權益法入賬的投資匯兌差額	Share of translation differences of investments accounted for using the equity method	-	-	-	-	-	-	(1,059,527)	-	(1,059,527)	(51,384)	(1,110,911)
期內全面虧損總額	Total comprehensive loss for the period	-	-	-	-	-	-	(5,194,251)	407,100	(4,787,151)	(178,479)	(4,965,630)
與擁有人的交易	Transactions with owners											
行使購股權(附註10)	Exercise of share options (Note 10)	21	423,217	-	(284,471)	-	-	-	-	138,767	-	138,767
於二零二三年六月派付二零二二年相關股息(附註18)	Dividends relating to 2022 paid in June 2023 (Note 18)	-	(409,099)	-	-	-	-	-	-	(409,099)	-	(409,099)
與擁有人的交易，直接於權益確認	Transaction with owners, recognized directly in equity	21	14,118	-	(284,471)	-	-	-	-	(270,332)	-	(270,332)
於二零二三年六月三十日的結餘	Balance at 30 June 2023	6,429	101,236,669	(48,810,141)	15,215,559	11,741,359	1,212,543	(5,645,254)	105,371,255	180,328,419	2,020,339	182,348,758

上述簡明綜合權益變動表應與隨附附註一併閱讀。

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

# 簡明綜合現金流量表

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
		附註 Note	
<b>經營活動所得現金流量</b>	<b>Cash flows from operating activities</b>		
經營所用現金	Cash used in operations		(8,262,217)
已付利息	Interest paid		(251,014)
已付所得稅	Income tax paid		(3,489,543)
經營活動所用現金淨額	Net cash used in operating activities		(12,002,774)
<b>投資活動所得現金流量</b>	<b>Cash flows from investing activities</b>		
購買物業、廠房及設備	Purchase of property, plant and equipment		(166,353)
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment		605,302
購買其他無形資產	Purchase of other intangible assets		(4,654)
已收利息收入	Interest income received		214,159
投資活動所得現金淨額	Net cash generated from investing activities		648,454
<b>融資活動所得現金流量</b>	<b>Cash flows from financing activities</b>		
支付股息	Payment for dividend	18	(409,099)
行使購股權	Exercise of share options	10	138,767
償還銀行借款	Repayment of bank borrowings		(12,379,600)
租賃付款的本金部分	Principal elements of lease payments		(318,944)
融資活動所用現金淨額	Net cash used in financing activities		(12,968,876)
<b>現金及現金等價物減少淨額</b>	<b>Net decrease in cash and cash equivalents</b>		(24,323,196)
於一月一日的現金及現金等價物	Cash and cash equivalents at 1 January		48,232,794
現金及現金等價物外匯匯率變動之影響	Effect of foreign exchange rate changes on cash and cash equivalents		(996,579)
於六月三十日的現金及現金等價物	Cash and cash equivalents at 30 June		22,913,019

上述簡明綜合現金流量表須與相關附註一併閱讀。

The above condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.



# 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 1 一般資料

國微控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事以下業務：

- 條件接收模塊(「視密卡」)的開發及銷售，其可確保安全地將數字內容分發及傳輸至電視；
- 智能傳感方向產品和解決方案的研發及銷售；及
- 提供集成電路(「IC」)解決方案，包括開發及銷售IC產品及相關設計服務。

本公司為於開曼群島註冊成立及存冊的有限公司。其於開曼群島的註冊辦事處地址為Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands，而其於中華人民共和國(「中國」)的註冊辦事處位於中國深圳市南山區沙河西路1801號國實大廈22樓。

本公司於香港聯合交易所有限公司主板上市。

除非另有說明，本簡明綜合中期財務資料以美元(「美元」)呈列。

本簡明綜合中期財務資料未經審計。

### 2 編製基準及會計政策

截至二零二四年六月三十日止六個月的簡明綜合中期財務資料乃根據香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。

### 1 GENERAL INFORMATION

SMIT Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) principally engage in the following activities:

- development and sales of conditional access modules (“CAM”) that enable secure distribution and delivery of digital content to television;
- research, development and sales of smart sensing-oriented products and solution; and
- provision of integrated circuit (“IC”) solutions, including development and sales of IC products and related design services.

The Company is a limited liability company incorporated and domiciled in the Cayman Islands. The address of its registered office in the Cayman Islands is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and its registered office in the People’s Republic of China (“PRC”) is 22F, Guoshi Building, No. 1801, Sha He Xi Avenue, Nanshan, Shenzhen, PRC.

The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

This condensed consolidated interim financial information is presented in United States dollars (“USD”), unless otherwise stated.

This condensed consolidated interim financial information has not been audited.

### 2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

This condensed consolidated interim financial information for the six months ended 30 June 2024 has been prepared in accordance with Hong Kong Accounting Standards (“HKAS”) 34 “Interim Financial Reporting”.

## 2 編製基準及會計政策 (續)

簡明綜合中期財務資料並不包括年度財務報表中通常包括的所有附註類別。因此，本簡明綜合中期財務資料須與截至二零二三年十二月三十一日止年度的年度財務報表（根據香港財務報告準則（「香港財務報告準則」）而編製）及本公司於中期報告期內作出的任何公告一併閱讀。

所應用的會計政策與截至二零二三年十二月三十一日止年度的年度財務報表所載者一致，惟不包括使用預期年度盈利總額所適用稅率對所得稅的估計、未於截至二零二三年十二月三十一日止年度的年度財務報表描述的會計政策，以及採納下文所載於截至二零二四年十二月三十一日止財政年度生效的經修訂準則。

### 2.1 本集團已採納的經修訂準則及會計指引

以下經修訂準則及會計指引於二零二四年一月一日或之後開始的會計期間對本集團生效，但並無對本集團的業績及財務狀況產生任何重大影響。

香港會計準則第1號(修訂本)  
HKAS 1 (Amendments)  
香港會計準則第1號(修訂本)  
HKAS 1 (Amendments)  
香港財務報告準則第16號(修訂本)  
HKFRS 16 (Amendments)  
香港詮釋第5號(二零二零年)財務報表呈列  
Hong Kong Interpretation 5 (2020) Presentation of  
Financial Statements

## 2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

The condensed consolidated interim financial information does not include all the notes of the type normally included in the annual financial statements. Accordingly, this condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2023, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”), and any public announcements made by the Company during the interim reporting period.

The accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2023, except for the estimation of income tax using the tax rate that would be applicable to expected total annual earnings, accounting policies not described in the annual financial statements for the year ended 31 December 2023, and the adoption of amended standards effective for the financial year ending 31 December 2024 as described below.

### 2.1 Amended standards and accounting guideline adopted by the Group

The following amended standards and accounting guideline are effective to the Group for accounting periods beginning on or after 1 January 2024 but did not result in any significant impact on the results and financial position of the Group.

負債分類為流動或非流動  
Classification of Liabilities as Current or Non-current  
附有契諾的非流動負債  
Non-current Liabilities with Covenants  
銷售及回租中的租賃負債  
Lease Liability in a Sales and Leaseback  
財務報表的呈列—借款人對載有按要求償還條款的定期貸款的分類  
Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 2 編製基準及會計政策 (續)

#### 2.2 本集團尚未採納的新訂及經修訂準則及詮釋

若干新訂及經修訂會計準則及詮釋已頒佈但於截至二零二四年十二月三十一日止之報告期間並未強制生效，而本集團亦無提早採納。

香港會計準則第21號(修訂本)

HKAS 21 (Amendments)

香港財務報告準則第10號及香港會計準則第28號(修訂本)

HKFRS10 and HKAS 28 (Amendments)

缺乏可兌換性

Lack of Exchangeability

投資者與其聯營公司或合營企業之間的資產出售或注資

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

二零二五年一月一日

1 January 2025

待釐定

於下列日期或之後  
開始的會計年度生效

**Effective for  
accounting  
year beginning  
on or after**

管理層正在評估該等經修訂準則以及詮釋的影響，尚無法確定其會否對本集團的經營業績及財務狀況產生重大影響。

### 2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

#### 2.2 New and amended standards and interpretation not yet adopted by the Group

Certain new and amended accounting standards and interpretations have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group.

Management is in the process of making an assessment on the impact of these new and amended standards and interpretation and is not yet in a position to state whether they will have a significant impact on the Group's results of operations and financial position.

### 3 財務風險管理

#### 3.1 財務風險因素

本集團的業務承受多種財務風險：市場風險（包括外匯風險及現金流量及公平值利率風險）、信用風險及流動資金風險。

簡明綜合中期財務資料並無載列年度財務報表所需的所有財務風險管理資料及披露，且須與本集團於二零二三年十二月三十一日的年度財務報表一併閱讀。

風險管理政策自年末起並無變動。

#### 3.2 流動資金風險

與年末相比，金融負債的合約未貼現現金流出並無重大變動。

#### 3.3 資本管理

本集團管理其資本架構並根據經濟狀況的變動對其作出調整。為了維持或調整資本架構，本集團可能會調整派付予股東的股息、向股東歸還資本或發行新股份。於截至二零二四年六月三十日止六個月期間，並無就管理資本的目標、政策或程序作出任何變動。

### 3 FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risk), credit risk, and liquidity risk.

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2023.

There have been no changes in risk management policies since year end.

#### 3.2 Liquidity risk

Compared to year end, there was no material change in the contractual undiscounted cash out flows for financial liabilities.

#### 3.3 Capital management

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the six months ended 30 June 2024.



## 簡明綜合中期財務資料附註

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 3 財務風險管理(續)

#### 3.4 公平值估計

本集團流動金融資產(包括貿易及其他應收款項、受限制銀行存款以及現金及現金等價物)及流動金融負債(包括貿易應付款項、應計費用及其他應付款項、租賃負債以及銀行借款)的賬面值由於期限較短而與其公平值相若。非即期存款、銀行借款及租賃負債的賬面值與其基於貼現現金流量估計的公平值相若。

##### (a) 公平值等級

下表分析以估值方法按公平值列賬之金融工具。不同等級界定如下：

- 相同資產或負債在活躍市場之報價(未經調整)(第1級)。
- 第1級所包括報價以外之輸入數據，有關輸入數據為資產或負債可通過直接(即價格)或間接(即源自價格)觀察得出(第2級)。
- 並非以可觀察市場數據為根據之資產或負債輸入數據(即不可觀察輸入數據)(第3級)。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.4 Fair value estimation

The carrying values of the Group's current financial assets, including trade and other receivables, restricted bank deposits and cash and cash equivalents, and current financial liabilities, including trade payables, accruals and other payables, lease liabilities and bank borrowings approximate their fair values due to their short maturities. The carrying amounts of non-current deposits, bank borrowings and lease liabilities approximate their fair values which are estimated based on the discounted cash flows.

##### (a) Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理(續)

3.4 公平值估計(續)

(a) 公平值等級(續)

下表呈列本集團之金融資產及負債，乃按於二零二四年六月三十日及二零二三年十二月三十一日之公平值計量。

		第1級 Level 1 美元 USD	第2級 Level 2 美元 USD	第3級 Level 3 美元 USD	總計 Total 美元 USD
於二零二四年六月三十日(未經審計)	<b>As at 30 June 2024 (unaudited)</b>				
資產	Assets				
透過損益按公平值入賬的金融資產	Financial assets at fair value through profit or loss	–	–	24,650,411	24,650,411
於二零二三年十二月三十一日(經審計)	<b>As at 31 December 2023 (audited)</b>				
資產	Assets				
透過損益按公平值入賬的金融資產	Financial assets at fair value through profit or loss	–	–	24,769,727	24,769,727

期內第1級、第2級與第3級之間概無轉撥。

期內估值方法概無其他變動。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.4 Fair value estimation (Continued)

(a) Fair value hierarchy (Continued)

The following table presents the Group's financial assets and liabilities that are measured at fair value at 30 June 2024 and 31 December 2023.

There were no transfers between Levels 1, 2 and 3 during the period.

There were no other changes in valuation techniques during the period.

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 3 財務風險管理(續)

#### 3.4 公平值估計(續)

(b) 使用重大不可觀察輸入數據的公平值計量  
(第3級)

下表呈列第3級工具於截至二零二四年及二零二三年六月三十日止六個月的變動：

		未經審計 Unaudited 透過損益按公平值 入賬的金融資產 Financial assets at fair value through profit or loss 美元 USD
於二零二三年一月一日的期初結餘	Opening balance at 1 January 2023	25,010,050
於簡明綜合收益表確認的虧損	Loss recognized in condensed consolidated income statement	(1,803)
貨幣換算差額	Currency translation difference	(612,649)
<b>於二零二三年六月三十日的期末結餘</b>	<b>Closing balance at 30 June 2023</b>	<b>24,395,598</b>
於二零二四年一月一日的期初結餘	Opening balance at 1 January 2024	24,769,727
於簡明綜合收益表確認的虧損	Loss recognized in condensed consolidated income statement	(16,192)
貨幣換算差額	Currency translation difference	(103,124)
<b>於二零二四年六月三十日的期末結餘</b>	<b>Closing balance at 30 June 2024</b>	<b>24,650,411</b>

於截至二零二四年及二零二三年六月三十日止六個月的簡明綜合收益表確認的虧損總額中，所有金額均歸因於報告期末所持該等資產相關的未變現虧損變動。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.4 Fair value estimation (Continued)

(b) Fair value measurements using  
significant unobservable inputs (Level 3)

The following table presents the changes in level 3 instruments for the six months ended 30 June 2024 and 2023:

		未經審計 Unaudited 透過損益按公平值 入賬的金融資產 Financial assets at fair value through profit or loss 美元 USD
於二零二三年一月一日的期初結餘	Opening balance at 1 January 2023	25,010,050
於簡明綜合收益表確認的虧損	Loss recognized in condensed consolidated income statement	(1,803)
貨幣換算差額	Currency translation difference	(612,649)
<b>於二零二三年六月三十日的期末結餘</b>	<b>Closing balance at 30 June 2023</b>	<b>24,395,598</b>
於二零二四年一月一日的期初結餘	Opening balance at 1 January 2024	24,769,727
於簡明綜合收益表確認的虧損	Loss recognized in condensed consolidated income statement	(16,192)
貨幣換算差額	Currency translation difference	(103,124)
<b>於二零二四年六月三十日的期末結餘</b>	<b>Closing balance at 30 June 2024</b>	<b>24,650,411</b>

Of the total losses recognized in the condensed consolidated income statement during the six months ended 30 June 2024 and 2023, all amounts are attributable to the change in unrealised losses relating to those assets held at the end of the reporting period.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

3 財務風險管理 (續)

3.4 公平值估計 (續)

(b) 使用重大不可觀察輸入數據的公平值計量 (第3級) (續)

下表概述有關用於第3級公平值計量的重大不可觀察輸入數據的量化資料：

類型 Description	於二零二四年 六月三十日 之公平值 Fair value at 30 June 2024 美元 USD	估值方法 Valuation technique
非上市基金 (附註9(a)) Unlisted fund (Note 9(a))	578,032	資產淨值 (附註(i)) Net asset value (Note (i))
於二零一七年五月收購的非上市股本證券 (附註9(b)) Unlisted equity security acquired in May 2017 (Note 9(b))	–	資產淨值 (附註(i)) Net asset value (Note (i))
於二零一八年二月收購的非上市股本證券 (附註9(c)) Unlisted equity security acquired in February 2018 (Note 9(c))	–	資產淨值 (附註(i)) Net asset value (Note (i))
於二零一九年六月收購的非上市股本證券 (附註9(d)) Unlisted equity security acquired in June 2019 (Note 9(d))	1,273,299	貼現現金流量 (附註(ii)) Discounted cash flow (Note (ii))
於二零一八年十一月收購的非上市股本證券 (附註9(e)) Unlisted equity security acquired in November 2018 (Note 9(e))	6,236,589	參考近期可資比較公平交易 (附註(iii)) Reference to comparable recent arm's length transaction (Note (iii))
於二零二零年十一月收購的非上市股本證券 (附註9(f)) Unlisted equity security acquired in November 2020 (Note 9(f))	15,159,337	市場法 (附註(v)) Market approach (Note (v))
於二零二一年四月收購的非上市股本證券 (附註9(g)) Unlisted equity security acquired in April 2021 (Note 9(g))	1,403,154	貼現現金流量 (附註(iv)) Discounted cash flow (Note (iv))
	24,650,411	

3 FINANCIAL RISK MANAGEMENT  
(Continued)

3.4 Fair value estimation (Continued)

(b) Fair value measurements using  
significant unobservable inputs (Level 3)  
(Continued)

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:



## 簡明綜合中期財務資料附註

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 3 財務風險管理(續)

#### 3.4 公平值估計(續)

##### (b) 使用重大不可觀察輸入數據的公平值計量(第3級)(續)

附註：

- (i) 本集團認為，於報告期末，報告資產淨值與非上市基金投資及分別於二零一七年五月及二零一八年二月收購的非上市股本證券的公平值相若。
- (ii) 本集團認為，投資的公平值使用貼現現金流量模式確定，主要不可觀察輸入數據為除稅前貼現率15%、收益複合年增長率5%及最終增長率3%。倘貼現率下調1%，除稅後虧損將減少約121,000美元。除稅前貼現率越高，則公平值越低及除稅後虧損越高。倘收益複合年增長率下調1%，除稅後虧損將增加約98,000美元。收益複合年增長率越高，則公平值越高及除稅後虧損越低。
- (iii) 於二零一八年十一月作出之非上市股本證券投資於二零二四年六月三十日的公平值根據近期可比較公平交易估計。於截至二零二四年六月三十日止期間，該非上市股本證券於近期可比較公平交易中被報價，並且本集團已確定該近期可比較公平交易中的價格約等於截至二零二四年六月三十日止的非上市股本證券的公平值。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.4 Fair value estimation (Continued)

##### (b) Fair value measurements using significant unobservable inputs (Level 3) (Continued)

Note:

- (i) The Group has determined that the reported net asset value approximates the fair value of the unlisted fund investment and the unlisted equity security acquired in May 2017 and February 2018, respectively, at the end of the reporting period.
- (ii) The Group has determined the fair value of the investment using discounted cash flow model with the major unobservable inputs being pre-tax discount rate of 15%, compound annual growth rate in revenue of 5% and terminal growth rate of 3%. If the discount rate shifted downward by 1%, the post-tax loss would be approximately USD121,000 lower. The higher the pre-tax discount rate, the lower the fair value and the higher post-tax loss. If the compound annual growth rate in revenue shifted downward by 1%, the post-tax loss would be approximately USD98,000 higher. The higher the compound annual growth rate in revenue, the higher the fair value and the lower post-tax loss.
- (iii) Fair value of the investment in unlisted equity security acquired in November 2018 as at 30 June 2024 was estimated using comparable recent arm's length transactions. During the period ended 30 June 2024, such unlisted equity security was quoted in a comparable recent arm's length transaction and the Group has determined that the price in such comparable recent arm's length transaction approximates the fair value of the unlisted equity security as at 30 June 2024.

3 財務風險管理(續)

3.4 公平值估計(續)

(b) 使用重大不可觀察輸入數據的公平值計量  
(第3級)(續)

附註：(續)

- (iv) 本集團認為，投資的公平值使用貼現現金流量模式確定，主要不可觀察輸入數據為除稅前貼現率14%、收益複合年增長率36%及最終增長率3%。倘貼現率下調1%，除稅後虧損將減少約167,000美元。除稅前貼現率越高，則公平值越低及除稅後虧損越高。倘收益複合年增長率下調1%，除稅後虧損將增加約63,000美元。收益複合年增長率越高，則公平值越高及除稅後虧損越低。
- (v) 本集團已採用市場法釐定該投資於二零二四年六月三十日的公平值。可資比較公司的市銷率用作市場倍數，其指實體釐定市場參與者為投資定價時採用有關倍數時採用的金額。

3 FINANCIAL RISK MANAGEMENT  
(Continued)

3.4 Fair value estimation (Continued)

(b) Fair value measurements using  
significant unobservable inputs (Level 3)  
(Continued)

Note: (Continued)

- (iv) The Group has determined the fair value of the investment using discounted cash flow model with the major unobservable inputs being pre-tax discount rate of 14%, compound annual growth rate in revenue of 36% and terminal growth rate of 3%. If the discount rate shifted downward by 1%, the post-tax loss would be approximately USD167,000 lower. The higher the pre-tax discount rate the lower the fair value and the higher post-tax loss. If the compound annual growth rate in revenue shifted downward by 1%, the post-tax loss would be approximately USD63,000 higher. The higher the compound annual growth rate in revenue, the higher the fair value and the lower post-tax loss.
- (v) The Group has determined the fair value of the investment as at 30 June 2024 using market approach. Price-to-sales ratio of comparable companies are used as market multiple, it represents the amount used when the entity has determined that market participants would use such multiples when pricing the investment.

## 簡明綜合中期財務資料附註

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 4 主要會計估計及判斷

於編製中期財務資料時，管理層需要作出判斷、估計及假設，而此舉會影響會計政策的應用及所呈報資產及負債、收入及開支的金額。實際結果可能有別於該等估計。

於編製此簡明綜合中期財務資料時，管理層於應用本集團會計政策時所作重大判斷以及估計不明朗因素的主要來源與截至二零二三年十二月三十一日止年度綜合財務報表應用者相同。

### 5 分部資料

管理層根據主要營運決策人（「主要營運決策人」）審閱的用於作出策略決策的資料釐定經營分部。主要營運決策人已被確定為本公司執行董事。

截至二零二四年六月三十日止六個月，主要營運決策人(i)通過審閱四個可報告分部（視密卡、智慧感知、快速驗證系統與軟件以及集成電路解決方案）的業績以評估本集團的表現，及(ii)根據分部業績的計量評估經營分部的表現，包括相關經營分部的調整後稅前虧損。截至二零二四年六月三十日止六個月與截至二零二三年六月三十日止上一個中期的報告的分部業績構成不同。目的是使得調整後的內部管理和報告結構在審閱時保持一致，為符合本期分類和列報，對比較期間的分部信息進行了重述。

管理層根據本集團的業務模式識別以下四個可報告分部：

視密卡—安全產品（視密卡）的開發及銷售，可確保安全地將數字內容分發及傳輸至電視。

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2023.

### 5 SEGMENT INFORMATION

Management has determined the operating segments based on the information reviewed by the chief operating decision-maker ("CODM") that are used to make strategic decisions. The CODM is identified as the Executive Directors of the Company.

During the six months ended 30 June 2024, the CODM (i) assessed the performance of the Group by reviewing the results of four reportable segments (CAM, intelligent sense, rapid verification systems and software and IC solutions), and (ii) assessed the performance of the operating segments based on a measure of segment results, including adjusted loss before tax of the relevant operating segments. The segment categorization for the six months ended 30 June 2024 is different from prior period ended 30 June 2023. In order to align the segment review with the restructured internal management and reporting structure, the segment information of comparative period has been restated to conform to the current period categorization and presentation.

Management has identified the following four reportable segments based on the Group's business model:

CAM – development and sales of security products (CAM) that enable secure distribution and delivery of digital content to television.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

5 分部資料 (續)

智慧感知—智能傳感方向產品和解決方案的研發及銷售。

快速驗證系統與軟件—基於硬件的快速驗證系統與軟件的研發與銷售。

集成電路解決方案—集成電路產品的研發、銷售及相關設計服務，包括雲端平台服務及其支援服務。

主要營運決策人定期檢討本集團的表現及審閱本集團的內部報告，以評估表現及分配資源。主要營運決策人根據分部業績的計量評估經營分部的表現，包括有關經營分部的經調整溢利／(虧損)。開支(如適用)乃參考各分部的收益貢獻分配至經營分部。融資收入、融資成本以及未分配的收入及開支不計入本集團主要營運決策人所審閱的各經營分部業績。

分部資產主要包括商譽、其他無形資產、使用權益法入賬的投資、透過損益按公平值入賬的金融資產、存貨及貿易及其他應收款項、預付款項及受限制銀行存款，但不包括遞延所得稅資產、物業、廠房及設備、使用權資產、可收回所得稅、現金及現金等價物以及公司及未分配資產。

與分部負債有關的資料並無予以披露，此乃由於該資料並非定期向主要營運決策人報告的資料。

向主要營運決策人提供的其他資料的計量方法與本文件所載的簡明綜合中期財務資料所採用者一致。

5 SEGMENT INFORMATION (Continued)

Intelligent sense research, development and sales of smart sensing-oriented products and solution.

Rapid verification systems and software – development and sales of rapid hardware-based verification systems and software.

IC solutions – research, development and sales of IC products and related design services, including cloud platform services and its supporting services.

The CODM reviews the performance of the Group on a regular basis and reviews the Group's internal reporting in order to assess performance and allocate resources. The CODM assesses the performance of the operating segments based on a measure of segment results, including adjusted profit/(loss) of the relevant operating segments. Expenses, where appropriate, are allocated to operating segments with reference to revenue contributions of respective segments. Finance income, finance costs and unallocated income and expenses are not included in the result for each operating segment that is reviewed by the Group's CODM.

Segment assets consist primarily of goodwill, other intangible assets, investments accounted for using the equity method, financial assets at fair value through profit or loss, inventories, and trade and other receivables, prepayments and restricted bank deposits but exclude deferred income tax assets, property, plant and equipment, right-of-use assets, income tax recoverable, cash and cash equivalents and corporate and unallocated assets.

Information relating to segment liabilities is not disclosed as such information is not regularly reported to the CODM.

Other information provided to the CODM is measured in a manner consistent with that as adopted for the condensed consolidated interim financial information contained herein.



## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 5 分部資料 (續)

### 5 SEGMENT INFORMATION (Continued)

		視密卡	智慧感知	快速驗證 系統與軟件	集成電路 解決方案	總額
		CAM	Intelligent sense	Rapid verification systems and software	IC solutions	Total
		美元 USD	美元 USD	美元 USD	美元 USD	美元 USD
<b>截至二零二四年六月三十日</b>	<b>For the six months ended</b>					
<b>止六個月(未經審計)</b>	<b>30 June 2024 (unaudited)</b>					
分部收益	Segment revenue					
外部收益	External revenue	5,703,739	2,228,633	–	729,151	8,661,523
收益確認時間	Timing of revenue recognition					
在某一時點確認	At a point in time	5,703,739	2,228,633	–	–	7,932,372
按一段時間確認	Over time	–	–	–	729,151	729,151
		5,703,739	2,228,633	–	729,151	8,661,523
分部業績	Segment results	1,574,592	(1,036,395)	(4,734,093)	(8,787,840)	(12,983,736)
<b>截至二零二三年六月三十日</b>	<b>For the six months ended</b>					
<b>止六個月(經重列)(未經審計)</b>	<b>30 June 2023 (as restated)</b>					
分部收益	Segment revenue					
外部收益	External revenue	5,958,577	569,170	–	4,706,282	11,234,029
收益確認時間	Timing of revenue recognition					
在某一時點確認	At a point in time	5,958,577	569,170	–	–	6,527,747
按一段時間確認	Over time	–	–	–	4,706,282	4,706,282
		5,958,577	569,170	–	4,706,282	11,234,029
分部業績	Segment results	1,352,756	(1,072,273)	(2,777,108)	3,029,809	533,184
<b>於二零二四年六月三十日</b>	<b>At 30 June 2024</b>					
<b>(未經審計)</b>	<b>(unaudited)</b>					
分部資產	Segment assets	11,555,556	2,836,582	36,801,132	86,316,778	137,510,048
<b>於二零二三年十二月三十一日</b>	<b>At 31 December 2023</b>					
<b>(經審計)</b>	<b>(audited)</b>					
分部資產	Segment assets	10,414,853	4,263,778	41,679,998	98,140,914	154,499,543

## 簡明綜合中期財務資料附註

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

#### 5 分部資料 (續)

可報告分部業績與除所得稅前虧損的對賬如下：

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
可報告分部業績	<b>Reportable segment results</b>	<b>(12,983,736)</b>	533,184
公司及未分配開支，淨額	Corporate and unallocated expenses, net	<b>(2,347,688)</b>	(2,478,013)
融資收入	Finance income	<b>218,303</b>	214,159
融資成本	Finance costs	<b>(32,324)</b>	(251,014)
除所得稅前虧損	Loss before income tax	<b>(15,145,445)</b>	(1,981,684)

#### 5 SEGMENT INFORMATION (Continued)

A reconciliation of reportable segment results to loss before income tax is provided as follows:

可報告分部資產與總資產的對賬如下：

		未經審計 Unaudited 六月三十日 二零二四年 As at 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 As at 31 December 2023 美元 USD
可報告分部資產	<b>Reportable segment assets</b>	<b>137,510,048</b>	154,499,543
遞延所得稅資產	Deferred income tax assets	<b>1,552,168</b>	1,555,991
物業、廠房及設備	Property, plant and equipment	<b>2,863,085</b>	3,274,286
使用權資產	Right-of-use assets	<b>1,699,561</b>	814,383
現金及現金等價物	Cash and cash equivalents	<b>16,838,811</b>	20,567,731
公司及未分配資產	Corporate and unallocated assets	<b>15,281,432</b>	15,226,991
簡明綜合財務狀況表的總資產	<b>Total assets per condensed consolidated statement of financial position</b>	<b>175,745,105</b>	195,938,925

Reportable segment assets are reconciled to total assets as follows:

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 6 其他收益／（虧損），淨額及其他收入

### 6 OTHER GAINS/(LOSSES), NET AND OTHER INCOME

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
其他收益／（虧損），淨額	Other gains/(losses), net		
– 匯兌收益，淨額	– Exchange gains, net	16,628	313,242
– 透過損益按公平值入賬的 金融資產的公平值虧損	– Fair value losses on a financial asset at fair value through profit or loss	(16,192)	(1,803)
– 視作出售一間聯營公司收益 （附註16(d)）	– Gain on deemed disposal of an associate (Note 16(d))	–	11,346,384
		436	11,657,823
其他收入	Other income		
– 政府補助	– Government grants	2,633,284	3,034,720
– 其他	– Others	10,460	15,915
		2,643,744	3,050,635

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

7 商譽、物業、廠房及設備以及其他無形資產

7 GOODWILL, PROPERTY, PLANT AND EQUIPMENT AND OTHER INTANGIBLE ASSETS

		未經審計 Unaudited		
		商譽 Goodwill	物業、廠房及設備 Property, plant and equipment	其他無形資產 Other intangible assets
		美元 USD	美元 USD	美元 USD
<b>截至二零二三年</b>	<b>Six months ended 30 June 2023</b>			
六月三十日止六個月				
期初賬面淨值	Opening net book amount	6,164,059	5,641,342	25,860,719
添置	Additions	–	166,353	4,654
出售	Disposals	–	(591,364)	–
折舊及攤銷(附註15)	Depreciation and amortization (Note 15)	–	(1,103,234)	(2,065,234)
貨幣換算差額	Currency translation differences	(222,820)	(127,199)	(839,152)
<b>期末賬面淨值</b>	<b>Closing net book amount</b>	<b>5,941,239</b>	<b>3,985,898</b>	<b>22,960,987</b>
<b>截至二零二四年</b>	<b>Six months ended 30 June 2024</b>			
六月三十日止六個月				
期初賬面淨值	Opening net book amount	<b>6,061,277</b>	<b>3,274,286</b>	<b>21,476,755</b>
添置	Additions	–	<b>279,688</b>	–
出售	Disposals	–	<b>(5,533)</b>	–
折舊及攤銷(附註15)	Depreciation and amortization (Note 15)	–	<b>(668,669)</b>	<b>(1,891,013)</b>
貨幣換算差額	Currency translation differences	<b>(37,506)</b>	<b>(16,687)</b>	<b>(123,088)</b>
<b>期末賬面淨值</b>	<b>Closing net book amount</b>	<b>6,023,771</b>	<b>2,863,085</b>	<b>19,462,654</b>

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 8 貿易及其他應收款項及預付款項

### 8 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

		未經審計 Unaudited 六月三十日 二零二四年 As at 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 As at 31 December 2023 美元 USD
應收第三方的貿易款項	Trade receivables from third parties	<b>5,628,895</b>	3,601,766
應收一名關聯方的貿易款項 (附註20(d))	Trade receivable from a related party (Note 20(d))	<b>2,015,738</b>	2,790,598
減：貿易應收款項減值撥備	Less: Provision for impairment of trade receivables	<b>(1,548,469)</b>	(1,377,758)
貿易應收款項－淨額	Trade receivables-net	<b>6,096,164</b>	5,014,606
預付第三方的款項	Prepayments to third parties	<b>303,852</b>	1,189,406
預付一名關聯方的款項 (附註20(d))	Prepayment to a related party (Note 20(d))	<b>8,419</b>	5,083
應收票據	Notes receivable	<b>47,041</b>	596,032
第三方按金及其他應收款項	Deposits and other receivables from third parties	<b>2,303,914</b>	2,160,249
關聯方按金及其他應收款項 (附註20(d))	Deposits and other receivables from related parties (Note 20(d))	<b>142,144</b>	525,013
		<b>8,901,534</b>	9,490,389
減：非即期部分	Less: Non-current portion	<b>(219,351)</b>	(423,165)
即期部分	Current portion	<b>8,682,183</b>	9,067,224



## 簡明綜合中期財務資料附註

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

#### 8 貿易及其他應收款項及預付款項(續)

本集團授予客戶的信用期通常為30至180天不等。基於發票日期的貿易應收款項的賬齡分析如下：

#### 8 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

The Group's credit terms granted to customers generally ranged from 30 to 180 days. An analysis of the trade receivables by invoice date is as follows:

		未經審計 Unaudited 六月三十日 二零二四年 As at 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 As at 31 December 2023 美元 USD
30天以內	Within 30 days	2,464,688	1,751,788
31至60天	31 to 60 days	277,145	284,780
61至90天	61 to 90 days	360,204	2,102,100
91至180天	91 to 180 days	457,013	836,605
181至365天	181 to 365 days	3,041,950	158,303
365天以上	Over 365 days	1,043,633	1,258,788
		<b>7,644,633</b>	6,392,364

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 9 透過損益按公平值入賬的金融資產

### 9 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		未經審計 Unaudited 六月三十日 二零二四年 As at 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 As at 31 December 2023 美元 USD
非上市基金(附註(a))	Unlisted fund (Note (a))	578,031	594,223
非上市股本證券(附註(b)、(c)、 (d)、(e)、(f)及(g))	Unlisted equity securities (Note (b), (c), (d), (e), (f) and (g))	24,072,380	24,175,504
		<b>24,650,411</b>	<b>24,769,727</b>

附註：

(a) 於非上市基金的投資

於二零一七年四月六日，本集團透過認購15,000股無投票權參與可贖回股份於一家非上市基金（其於開曼群島註冊）投資1,500,000美元。截至二零二四年六月三十日止六個月，虧損總額16,192美元於簡明綜合收益表內確認（截至二零二三年六月三十日止六個月：虧損1,803美元）。

Note:

(a) Investment in an unlisted fund

On 6 April 2017, the Group made an investment of USD1,500,000 in an unlisted fund, by way of a subscription for 15,000 non-voting participating redeemable shares, which are registered in the Cayman Islands. During the six months ended 30 June 2024, a total loss of USD16,192 (six months ended 30 June 2023: loss of USD1,803) is recognized in the condensed consolidated income statement.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

9 透過損益按公平值入賬的金融資產 (續)

附註：(續)

- (b) 於盟山科技(深圳)有限公司(「盟山」)的投資

於二零一七年收購的非上市股本證券指盟山(一家於中國註冊成立的公司，主要在中國從事運營一站式跨境電商平台)的8.89%股權。倘盟山未能於投資之日起五年內上市，該投資則可按本集團支付的代價加上每年8%的利息收入減去已收股息予以贖回。截至二零二四年及二零二三年六月三十日止六個月，簡明綜合收益表並無確認任何公平值變動。

- (c) 於深圳衡宇芯片科技有限公司(「衡宇」)的投資

於二零一八年二月收購的非上市股本證券指於衡宇的約3%權益，該公司於中國註冊成立，主要從事開發應用於通訊、消費電子及數據處理行業的閃存主控芯片。該投資在本集團與衡宇簽訂的《投資協議》中所載的任何指定條件下，可按本集團支付的代價人民幣20,000,000元(相等於約3,166,000美元)加上每年10%的利息收入減去已收股息予以贖回。截至二零二四年及二零二三年六月三十日止六個月，簡明綜合收益表並無確認任何公平值變動。

9 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Note: (Continued)

- (b) Investment in Mainsweb Technology (Shenzhen) Company Limited ("Mainsweb")

The unlisted equity security acquired in 2017 represents 8.89% interest in Mainsweb, a company incorporated in the PRC being principally engaged in the operation of a one-stop cross-border e-commerce platform in the PRC. The investment is redeemable at the consideration paid by the Group plus an interest income of 8% per annum less dividends received if Mainsweb is unable to be listed within 5 years from the date of investment. During the six months ended 30 June 2024 and 2023, there was no change in fair value recognized in the condensed consolidated income statement.

- (c) Investment in StorArt Technology (Shenzhen) Co., Ltd ("StorArt")

The unlisted equity security acquired in February 2018 represents approximately 3% interest in StorArt, a company incorporated in the PRC being principally engaged in development of flash memory main controller integrated circuits which are mainly supplied to the communications, consumer electronics and data processing industries. The investment is redeemable in the event of any of the prescribed conditions set out in the investment agreement signed between the Group and StorArt at the consideration of RMB20 million (equivalent to approximately USD3,166,000) paid by the Group plus an interest income of 10% per annum less dividends received. During the six months ended 30 June 2024 and 2023, there was no change in fair value recognized in the condensed consolidated income statement.

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 9 透過損益按公平值入賬的金融資產 (續)

附註：(續)

(d) 於IBOXPAY International Inc. (「盒子支付」) 的投資

於二零一八年八月三十一日，本公司以總代價1,800,000美元向若干第三方收購於開曼群島註冊成立的公司SMIT Investment Limited (「SMIT Investment」) 的未上市優先股，佔SMIT Investment約10.11%權益。SMIT Investment為一間投資控股公司，透過其全資附屬公司持有盒子支付約8.37%股權的投資。盒子支付是移動支付服務提供商。本公司執行董事、首席執行官兼控股股東黃學良先生(「黃先生」)亦擔任SMIT Investment的董事。

於二零一九年六月十七日，SMIT Investment已透過分派原本由SMIT Investment所持盒子支付優先股完成向其若干股東回購其優先股。於回購完成後，本公司所持盒子支付股權少於1%且並無持有SMIT Investment任何股權。截至二零二四年及二零二三年六月三十日止六個月，簡明綜合收益表內確認的公平值並無變動。

(e) 於Sensel, Inc. (「Sensel」) 的投資

於二零一八年二月八日，本集團根據其與Sensel等各方簽訂的一份《票據購買協議》(「票據購買協議」)，完成了對Sensel的2,000,000美元投資。Sensel是一家以美國為基地的領先觸控技術公司，擁有壓力網格技術，該技術採用力敏方式，糅合了業內的領先性能及額外維度控制。該交易完成後，本集團已根據《票據購買協議》的條款認購了2,000,000美元可轉換成Sensel普通股或優先股的承兌票據。

### 9 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Note: (Continued)

(d) Investment in IBOXPAY International Inc. (“iBoxpay”)

On 31 August 2018, the Company has acquired unlisted preference shares of SMIT Investment Limited (“SMIT Investment”), a company incorporated in the Cayman Islands, at a total consideration of USD1,800,000 from certain third parties, representing approximately 10.11% interest in SMIT Investment. SMIT Investment is an investment holding company which held, through its wholly-owned subsidiary, an investment in approximately 8.37% equity interest of iBoxpay. iBoxpay is a mobile payment services provider. Mr Huang Xueliang (“Mr. Huang”), the executive director, the CEO and controlling shareholder of the Company is also the director of SMIT Investment.

On 17 June 2019, SMIT Investment has completed a repurchase of its preference shares from certain of its shareholders by way of distribution of the preference shares of iBoxpay originally held by SMIT Investment. Upon completion of this repurchase, the Company held less than 1% equity interest of iBoxpay and did not hold any equity interest of SMIT Investment. During the six months ended 30 June 2024 and 2023, there was no change in fair value recognized in the condensed consolidated income statement.

(e) Investment in Sensel, Inc. (“Sensel”)

On 8 February 2018, the Group completed a USD2,000,000 investment in Sensel pursuant to a note purchase agreement entered into between, among others, the Group and Sensel (the “Note Purchase Agreement”). Sensel is an advanced sensory technology company based in the United States, which owns the pressure grid technology that combines industry-leading performance and the extra dimension of control in the form of force sensitivity. Upon completion of the transaction, the Group subscribed for a USD2,000,000 promissory note which may be converted into common or preferred shares of Sensel pursuant to the terms of the Note Purchase Agreement.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

9 透過損益按公平值入賬的金融資產 (續)

附註：(續)

(e) 於Sensel, Inc. (「Sensel」) 的投資 (續)

於二零一八年十一月九日，本集團根據股票購買協定 (「股票購買協定」)，通過購買Sensel的優先股 (「股票購買」) 進一步完成5,000,000美元的投資。同時，由Sensel發行並於二零一八年二月由本集團認購的2,000,000美元可換股承兌票據於股票購買完成時被視為轉換為Sensel的優先股，而根據購股協定，本集團所支付的可換股承兌票據下的全部款項已交付予Sensel以換取優先股。股票購買完成後，本集團按全面攤薄基準持有Sensel約9.22%權益。

於二零二零年二月十一日，本集團根據股票購買協定，通過購買Sensel的優先股，進一步完成741,497美元的投資。股票購買完成後，本集團按全面攤薄基準持有Sensel約9%權益。

於二零二一年十月二十二日，Sensel與若干來自香港及全球的獨立個人及企業投資者訂立股票購買協定，總代價約為8,900,000美元，導致本集團所持股權攤薄至約8%。

截至二零二二年十二月三十一日止年度，Sensel完成向全球企業投資者進一步發行股份，總代價約為10,000,000美元，導致本集團所持股權按全面攤薄基準攤薄至約7%。

截至二零二三年十二月三十一日止年度，Sensel完成向全球企業投資者進一步發行股份，總代價約為5,000,000美元，導致本集團所持股權按全面攤薄基準攤薄至約6.4%。

截至二零二四年六月三十日止六個月期間，Sensel完成向全球企業投資者進一步發行股份，總代價約為9,200,000美元，導致本集團所持股權按全面攤薄基準攤薄至約4.8%。

截至二零二四年及二零二三年六月三十日止六個月，簡明綜合收益表內確認的公平值並無變動。

9 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Note: (Continued)

(e) Investment in Sensel, Inc. ("Sensel") (Continued)

On 9 November 2018, the Group completed a further USD5,000,000 investment in Sensel by way of preferred stock purchase (the "Stock Purchase") pursuant to a stock purchase agreement (the "Stock Purchase Agreement"). Simultaneously, the USD2,000,000 convertible promissory note issued by Sensel and previously subscribed by the Group in February 2018 was deemed converted into preferred shares in Sensel at completion of the Stock Purchase, and the entire amount owed to the Group under such convertible promissory note was tendered to Sensel in exchange for preferred stock pursuant to the Stock Purchase Agreement. Upon completion of the Stock Purchase, the Group held approximately 9.22% interest in Sensel on fully diluted basis.

On 11 February 2020, the Group completed a further USD741,497 investment in Sensel by way of preferred stock purchase pursuant to a stock purchase agreement. Upon completion of the Stock Purchase, the Group held approximately 9% interest in Sensel on fully diluted basis.

On 22 October 2021, Sensel entered into a stock purchase agreement with certain independent individual and corporate investors from Hong Kong and globally at a total consideration of approximately USD8,900,000, resulted in a dilution of equity interest held by the Group to approximately 8%.

During the year ended 31 December 2022, Sensel completed a further share issuance to corporate investors globally at a total consideration of approximately USD10,000,000, resulted in a dilution of equity interest held by the Group to approximately 7% on fully diluted basis.

During the year ended 31 December 2023, Sensel completed a further share issuance to corporate investors globally at a total consideration of approximately USD5,000,000, resulted in a dilution of equity interest held by the Group to approximately 6.4% on fully diluted basis.

During the six months ended 30 June 2024, Sensel completed a further share issuance to corporate investors globally at a total consideration of approximately USD9,200,000, resulted in a dilution of equity interest held by the Group to approximately 4.8% on fully diluted basis.

During the six months ended 30 June 2024 and 2023, there was no change in fair value recognized in the condensed consolidated income statement.



## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 9 透過損益按公平值入賬的金融資產(續)

附註：(續)

(f) 於芯行紀科技有限公司(「芯行紀」)的投資

於二零二零年十一月十九日，本集團以總代價人民幣5,000,001元(相等於752,831美元)收購於中國註冊成立的公司芯行紀的10%股權。芯行紀主要從事提供芯片設計服務。

截至二零二二年十二月三十一日止年度，芯行紀與中國若干獨立企業投資者訂立注資協議，該等投資者同意以代價人民幣280,200,000元購買芯行紀的額外股份，因此，本集團於芯行紀的股權由10%攤薄至約5%。

截至二零二三年十二月三十一日止年度期間，芯行紀完成向全球企業投資者進一步發行股份，代價為人民幣35,000,000元及30,000,000美元(合共相當於約35,500,000美元)，導致本集團所持股權按全面攤薄基準攤薄至約4.28%。

截至二零二四年六月三十日止期間，芯行紀完成向企業投資者進一步發行股份，代價為人民幣160,000,000元(合共相當於約22,200,000美元)，導致本集團所持股權按全面攤薄基準攤薄至約3.95%。

截至二零二四年六月三十日止六個月，概無公平值收益於簡明綜合全面收益表內確認。

(g) 於愛集微諮詢(廈門)有限公司(「集微網」)的投資

於二零二一年四月一日，若干投資者及本集團與集微網(於中國註冊成立的公司)訂立投資協議，向集微網注資人民幣85,000,000元(相當於約13,000,000美元)，以取得該公司約15%股權。在該等投資者中，本集團以總代價人民幣10,000,000元(相當於1,546,264美元)收購集微網約2%股權。由於各投資者(包括本集團)的股權收購價相同，故投資代價被視為按公平值計算。集微網主要從事提供集成電路諮詢及顧問服務。

截至二零二四年及二零二三年六月三十日止六個月，簡明綜合收益表內確認的公平值並無變動。

(h) 於二零二四年六月三十日，公平值24,650,411美元(二零二三年十二月三十一日：24,769,727美元)屬公平值等級第3級(附註3.4)。

### 9 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Note: (Continued)

(f) Investment in X-Times Design Automation Co. Ltd ("X-Times")

On 19 November 2020, the Group acquired 10% equity interest of X-Times, a company incorporated in the PRC, at a total consideration of RMB5,000,001 (equivalent to USD752,831). X-Times is mainly engaged in the provision of IC design services.

During the year ended 31 December 2022, X-Times entered into a capital injection agreement with certain independent corporate investors from the PRC who agreed to purchase additional share of X-Times at a consideration of RMB280,200,000, the equity interest of the Group in X-Times was therefore diluted from 10% to approximately 5%.

During the year ended 31 December 2023, X-Times completed a further share issuance to corporate investors globally at a consideration of RMB35,000,000 and USD30,000,000 (equivalent to approximately USD35,500,000 in total), resulted in a dilution of equity interest held by the Group to approximately 4.28% on fully diluted basis.

During the period ended 30 June 2024, X-Times completed a further share issuance to corporate investors at a consideration of RMB160,000,000 (equivalent to approximately USD22,200,000 in total), resulted in a dilution of equity interest held by the Group to approximately 3.95% on fully diluted basis.

During the six months ended 30 June 2024, no fair value gain is recognized in the condensed consolidated income statement.

(g) Investment in Xiamen Microplus Information Technologies Limited ("ijjwei.com")

On 1 April 2021, certain investors and the Group entered into an investment agreement with ijiwei.com, a company incorporated in the PRC, to inject RMB85,000,000 (equivalent to approximately USD13,000,000) to ijiwei.com for approximately 15% equity interest of the company. Among the investors, the Group acquired around 2% equity interest of ijiwei.com at a total consideration of RMB10,000,000 (equivalent to USD1,546,264). Since the acquisition price of the equity interest were the same among various investors including the Group, it was considered that the investment consideration was at fair value. Ijiwei.com is mainly engaged in the provision of IC consulting and advisory services.

During the six months ended 30 June 2024 and 2023, there was no change in fair value recognized in the condensed consolidated income statement.

(h) As at 30 June 2024, the fair value of USD 24,650,411 (31 December 2023: USD 24,769,727) is within level 3 of the fair value hierarchy (Note 3.4).

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

10 股本及股份溢價

10 SHARE CAPITAL AND SHARE PREMIUM

		未經審計 Unaudited		
		普通股數目 Number of ordinary shares	普通股面值 Normal value of ordinary shares 美元 USD	股份溢價 Share premium 美元 USD
法定：	Authorised:			
於二零二三年一月一日、	Ordinary share of USD0.00002 each			
二零二三年六月三十日、	at 1 January 2023, 30 June 2023,			
二零二四年一月一日及	1 January 2024 and 30 June 2024			
二零二四年六月三十日				
每股面值0.00002美元的				
普通股		2,500,000,000	50,000	–
已發行及繳足：	Issued and fully paid:			
於二零二三年一月一日	<b>As at 1 January 2023</b>	320,383,341	6,408	101,222,551
於二零二三年六月派付	Dividends relating to 2022 paid in			
二零二二年相關股息	June 2023	–	–	(409,099)
行使購股權	Exercise of share options	1,030,000	21	423,217
於二零二三年六月三十日	<b>As at 30 June 2023</b>	321,413,341	6,429	101,236,669
於二零二四年一月一日	<b>As at 1 January 2024</b>	<b>324,931,990</b>	<b>6,499</b>	<b>102,687,878</b>
於二零二四年六月派付	Dividends relating to 2023			
二零二三年相關股息	paid in June 2024	–	–	<b>(416,578)</b>
於二零二四年六月三十日	<b>As at 30 June 2024</b>	<b>324,931,990</b>	<b>102,271,300</b>	<b>101,236,669</b>

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 10 股本及股份溢價(續)

附註：

截至二零二四年六月三十日止六個月及截至二零二三年六月三十日止六個月，概無購股權獲行使。於二零二四年六月三十日，概無(二零二三年十二月三十一日：104,390份)購股權尚未行使。

### 11 貿易應付款項

於二零二四年六月三十日，按發票日期的貿易應付款項賬齡分析如下：

### 10 SHARE CAPITAL AND SHARE PREMIUM (Continued)

Note:

During the six months ended 30 June 2024 and the six months ended 30 June 2023, no options were exercised. As at 30 June 2024, there were no (31 December 2023: 104,390) options remained outstanding.

### 11 TRADE PAYABLES

As at 30 June 2024, the ageing analysis of trade payables based on invoice date is as follows:

		未經審計 Unaudited 六月三十日 二零二四年 As at 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 As at 31 December 2023 美元 USD
30天以內	Within 30 days	493,454	592,606
31至90天	31 to 90 days	74,103	49,796
91至180天	91 to 180 days	3,443	1,455
181至365天	181 to 365 days	2,195	3,771
365天以上	Over 365 days	99,002	120,574
		<b>672,197</b>	768,202

簡明綜合中期財務資料附註

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

12 應計費用及其他應付款項

12 ACCRUALS AND OTHER PAYABLES AND CONTRACT LIABILITY

		未經審計 Unaudited 六月三十日 二零二四年 As at 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 As at 31 December 2023 美元 USD
應計僱員福利開支	Accrued employee benefits expenses	1,222,318	1,922,709
應計特許權使用費	Accrued royalty fee	669,492	705,989
其他應付稅項	Other taxes payables	59,375	190,676
其他應付一間聯營公司款項	Other payable to an associate	140,315	141,189
其他	Others	529,182	767,899
應計費用及其他應付款項	Accruals and other payables	2,620,682	3,728,462
減：非即期部分	Less: Non-current portion	(51,865)	(51,819)
即期部分	Current portion	2,568,817	3,676,643
合約負債	Contract liabilities		
聯營公司合約負債	Contract liabilities from associates	–	729,125
第三方合約負債	Contract liabilities from third parties	528,569	630,913
		528,569	1,360,038

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 13 遞延收入

		未經審計 Unaudited 六月三十日 二零二四年 As at 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 As at 31 December 2023 美元 USD
遞延政府補助 減：非即期部分	Deferred government grants Less: Non-current portion	15,041,300 (14,760,243)	17,716,800 (16,734,087)
即期部分	Current portion	281,057	982,713

遞延收入的賬面值以人民幣計值。

The carrying amount of deferred income is denominated in RMB.

### 14 銀行借款

本集團可動用及未提取的銀行貸款融資如下：

### 14 BANK BORROWINGS

The Group's available and undrawn bank loan facilities were as follows:

		未經審計 Unaudited 六月三十日 二零二四年 As at 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 As at 31 December 2023 美元 USD
可動用及未提取的融資總額	Total available and undrawn facilities	28,063,086	28,237,819



## 簡明綜合中期財務資料附註

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

#### 15 按性質劃分的開支

#### 15 EXPENSES BY NATURE

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
核數師酬金	Auditors' remuneration		
– 核數服務	– Audit services	<b>191,060</b>	224,034
售出存貨成本	Cost of inventories sold	<b>4,366,831</b>	6,299,153
僱員福利開支(包括董事酬金)	Employee benefit expenses (including directors' emoluments)	<b>4,945,545</b>	5,305,710
集成電路測試費用	IC testing fee	<b>201,299</b>	102,378
短期租賃相關開支	Expenses relating to short-term leases	<b>229,990</b>	574,197
法律及專業費用	Legal and professional fees	<b>337,330</b>	221,824
物業、廠房及設備折舊(附註7)	Depreciation of property, plant and equipment (Note 7)	<b>668,669</b>	1,103,234
特許權使用費	Royalty expenses	<b>179,193</b>	451,372
差旅及招待開支	Travelling and entertainment expenses	<b>237,633</b>	451,432
使用權資產折舊	Depreciation of right-of-use assets	<b>459,754</b>	170,640
貿易應收款項減值撥備	Provision for impairment of trade receivables	<b>194,148</b>	13,699
廣告成本	Advertising costs	<b>49,735</b>	33,093
存貨減值撥備撥回	Reversal of provision for impairment of inventories	<b>(562,658)</b>	(137,524)
其他無形資產攤銷(附註7)	Amortisation of other intangible assets (Note 7)	<b>1,891,013</b>	2,065,234
其他稅項	Other taxes	<b>37,461</b>	55,195
出售物業、廠房及設備虧損/(收益)	Loss/(gain) on disposals of property, plant and equipment	<b>1,057</b>	(13,937)
其他	Others	<b>301,970</b>	348,948
銷售成本、研發開支、銷售及分銷開支、一般及行政開支及金融資產之減值淨虧損總額	Total cost of sales, research and development expenses, selling and distribution expenses, general and administrative expenses and net impairment losses on financial assets	<b>13,730,030</b>	17,268,682

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 16 使用權益法入賬的投資

#### (a) 上海清歌數字科技有限公司（「上海清歌」）

於二零一九年五月，本集團以現金代價人民幣5,590,000元（相等於810,239美元）投資上海清歌的34.94%股權。因此，本集團透過該投資獲得重大影響力，而有關投資已分類為本集團聯營公司。

於二零二一年十月，上海清歌與若干獨立投資者訂立注資協議，後者同意向上海清歌注資合共人民幣20,000,000元（相當於約3,129,000美元）。於二零二一年十月注資交易完成後，本集團於上海清歌的股權由34.94%減少至27.95%。

#### (b) 上海思爾芯技術股份有限公司（「思爾芯上海」）

於二零二零年八月，思爾芯上海與若干獨立投資者訂立注資協議，後者同意向思爾芯上海合計出資人民幣522,911,000元（相等於約76,221,000美元）。於二零二零年八月交易完成後，本集團於思爾芯上海的股權由49.19%減少至29.75%。

### 16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

#### (a) Shanghai Qingge Digital Technology Co., Ltd. (“Shanghai Qingge”)

In May 2019, the Group invested in 34.94% equity interest of Shanghai Qingge for a cash consideration of RMB5,590,000 (equivalent to USD810,239). As a consequence, the Group gained significant influence over this investment and the investment was classified as an associate of the Group.

In October 2021, Shanghai Qingge entered into a capital injection agreement with certain independent investors who agreed to contribute a total of RMB20,000,000 (equivalent to approximately USD3,129,000) into Shanghai Qingge. Upon the completion of the transaction in October 2021, the Group's equity interest in Shanghai Qingge decreased from 34.94% to 27.95%.

#### (b) S2C Ltd. (“S2C Shanghai”)

In August 2020, S2C Shanghai entered into a capital injection agreement with certain independent investors which agreed to contribute a total of RMB522,911,000 (equivalent to approximately USD76,221,000) into S2C Shanghai. Upon the completion of the transaction in August 2020, the Group's equity interest in S2C Shanghai decreased from 49.19% to 29.75%.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 16 使用權益法入賬的投資 (續)

## (c) 深圳鴻芯微納技術有限公司 (「鴻芯微納」)

於二零二零年一月，本集團與深圳鴻泰鴻芯股權投資基金合夥企業(有限合夥)訂立注資協議，根據協議，SMIT深圳同意向鴻芯微納合計出資人民幣90,000,000元(相等於12,997,328美元)。於二零二零年一月完成交易後，本集團於鴻芯微納的股權由0.99%增至9.09%，而本集團已委任鴻芯微納五名董事之一。因此，本集團自此起對鴻芯微納有重大影響力，鴻芯微納因此成為本集團的聯營公司，同日透過損益按公平值入賬的金融資產按公平值轉撥至使用權益法入賬的投資。

於二零二二年十二月，兩名股東先前以總代價人民幣15,251,100元(相當於1,887,761美元)認購繳足股份，導致本集團於鴻芯微納的股權由9.09%減少至8.98%。

## (d) 國微芯科技

於二零二二年九月，本公司全資附屬公司國微集團(深圳)有限公司(「SMIT深圳」)及本公司全資附屬公司國微芯科技與若干獨立投資者及僱員持股平台訂立股權轉讓協議，彼等同意認購SMIT深圳持有的國微芯科技的未繳足股權。於二零二二年十月的視作出售日期，國微芯科技持有兩間全資附屬公司及一間聯營公司國微芯。交易完成後，本集團於國微芯科技的股權由100%減少至48.78%。

## 16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

## (c) Shenzhen Giga Design Automation Co., Ltd ("Giga")

In January 2020, the Group entered into a capital injection agreement with Shenzhen Giga Hongtai Hongxin Share Investment Fund Partnership (Limited Partnership). According to the agreement, SMIT Shenzhen agreed to contribute a total of RMB90,000,000 (equivalent to USD12,997,328) into Giga. Upon the completion of the transaction in January 2020, the Group's equity interest in Giga increased from 0.99% to 9.09% and the Group has appointed one out of five directors of Giga. Consequently, the Group had significant influence over Giga since then whereby Giga became an associate of the Group and a transfer to investments accounted for using the equity method was made from financial assets at fair value through profit or loss at its fair value on the same day.

In December 2022, two of the shareholders paid up shares subscribed previously at a total consideration of RMB15,251,100 (equivalent to USD1,887,761), resulted in a decrease in the Group's equity interest in Giga from 9.09% to 8.98%.

## (d) SMIT Xintech

In September 2022, SMIT Group Limited ("SMIT Shenzhen"), a wholly-owned subsidiary of the Company, and SMIT Xintech, a wholly-owned subsidiary of the Company, entered into an equity transfer agreements with several independent investors and employee shareholding platforms which agreed to subscribe the non-paid up equity interest in SMIT Xintech held by SMIT Shenzhen. As at deemed disposal date in October 2022, SMIT Xintech held two wholly-owned subsidiaries and an associate, Shanghai Xinxin. Upon the completion of the transaction, the Group's equity interest in SMIT Xintech decreased from 100% to 48.78%.

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 16 使用權益法入賬的投資 (續)

#### (d) 國微芯科技 (續)

於二零二三年六月，國微芯科技與若干獨立投資者訂立注資協議，彼等同意向國微芯科技注資合共人民幣219,000,000元（相當於約30,600,000美元）。交易於二零二三年六月完成後，本集團於國微芯科技的股權由48.78%減少至45.91%。因視作出售本集團於國微芯科技的股權而產生的收益11,346,384美元，已於本集團截至二零二三年六月三十日止六個月的綜合收益表中確認。

#### (e) 深圳鴻泰天使創業投資合夥企業 (有限合夥) (「鴻泰天使基金」)

於二零二一年一月，本集團、深圳鴻泰國微股權投資管理有限公司（「鴻泰國微」）、黃先生及及深圳市天使投資引導基金有限公司（獨立第三方）訂立合夥協議，內容有關成立及管理鴻泰天使基金。鴻泰天使基金的首要目標是針對經營創新技術產業的初創公司進行天使投資及提供管理服務。根據合夥協議條款，所有合夥人向基金初步注資總金額為人民幣100,000,000元（相等於約15,300,000美元），其中本集團出資人民幣36,000,000元（相等於約5,500,000美元），佔鴻泰天使基金股權的36%。本集團於是項投資有重大影響力。

### 16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

#### (d) SMIT Xintech (Continued)

In June 2023, SMIT Xintech entered into a capital injection agreement with certain independent investors who agreed to contribute a total of RMB219,000,000 (equivalent to approximately USD30,600,000) into SMIT Xintech. Upon the completion of the transaction in June 2023, the Group's equity interest in SMIT Xintech decreased from 48.78% to 45.91%. An amount of USD11,346,384 resulting from gain on deemed disposal of the Group's equity interest in SMIT Xintech was recognized in the consolidated income statement of the Group for the six months ended 30 June 2023.

#### (e) Shenzhen Hongtai Angel Share Investment Fund Partnership (Limited Partnership) ("Hongtai Angel Fund")

In January 2021, the Group, Shenzhen Hongtai Guowei Share Investment Management Limited ("Hongtai Guowei"), Mr. Huang, and Shenzhen Angel Investment Guide Fund Limited, an independent third party, entered into a partnership agreement in relation to the establishment and management of Hongtai Angel Fund. The primary objective of Hongtai Angel Fund is to engage in angel investments in, and provide management services to, start-up companies operating in innovative technology sectors. Pursuant to the terms of the partnership agreement, the initial total capital contribution by all partners to the Fund is RMB100 million (equivalent to approximately USD15.3 million), out of which RMB36 million (equivalent to approximately USD5.5 million) is contributed by the Group which accounted for 36% of equity interests in Hongtai Angel Fund. The Group has significant influence over this investment.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

16 使用權益法入賬的投資 (續)

(f) Chipattern Limited (「Chipattern」)

於二零二一年四月，本集團以現金代價人民幣6,000,000元（相當於924,015美元）投資於Chipattern的15%股權。考慮到本集團可委任Chipattern董事會兩名董事中的一名，且Chipattern董事會的決議案須分別由本集團及其他股東委任的董事通過後方可作實，本集團對Chipattern擁有共同控制權，故Chipattern被列為本集團的合營企業。

(g) 截至二零二四年及二零二三年六月三十日止六個月，按權益會計法入賬的投資賬面值變動如下：

16 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

(f) Chipattern Limited (“Chipattern”)

In April 2021, the Group invested in 15% equity interest of Chipattern with a cash consideration of RMB6,000,000 (equivalent to USD924,015). Considered the fact that the Group has the ability to appoint one out of two directors to the Board of Directors of Chipattern and resolution of the Board of Directors of Chipattern would need to be passed by both the directors appointed by the Group and the other shareholders, respectively, the Group has joint control over Chipattern and Chipattern was classified as a joint venture of the Group.

(g) The carrying amounts of the equity-accounted investments have changed as follows for the six months ended 30 June 2024 and 2023:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
期初	Beginning of the period	103,660,981	118,976,739
視作出售的收益	Gain on deemed disposal	-	11,346,384
分佔淨(虧損)/溢利	Share of net (losses)/profits	(12,907,097)	(10,618,634)
分佔使用權益法入賬的 投資匯兌差額	Share of translation differences of investments accounted for using the equity method	(142,287)	(1,110,911)
貨幣換算差額	Currency translation difference	(353,425)	(2,376,377)
期末	End of the period	90,258,172	116,217,201



## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 17 所得稅(開支)/抵免

本集團於中國成立的若干附屬公司及聯營公司已分別獲得中國相關主管稅務機關認可為新企業所得稅法界定的高新技術企業。該等實體均有權享有15%的調減企業所得稅(「企業所得稅」)優惠稅率(「高新技術企業優惠稅率」)。截至二零二四年六月三十日止六個月及二零二三年，該等實體的應課稅溢利適用企業所得稅率為15%。

截至二零二四年及二零二三年六月三十日止六個月，已根據期內估計應課稅溢利按16.5%的稅率計提香港利得稅撥備。境外溢利的稅項乃依照本集團經營所在國家的現有立法、詮釋及相關慣例，根據期內估計應課稅溢利，按有關國家通行的適用稅率計算所得。

於簡明綜合收益表列支/(計入)的所得稅金額如下：

### 17 INCOME TAX (EXPENSES)/CREDIT

Certain subsidiaries and associates of the Group established in the PRC have respectively obtained from the respective in-charge tax authorities as a High/New Technology Enterprises as defined under the New Enterprise Income Tax Law. Such entities are entitled to a reduced preferential enterprise income tax ("EIT") rate at 15% ("HNTE Preferential Tax Rate"). An EIT tax rate at 15% was applied to the assessable profit of these entities for the six months ended 30 June 2024 and 2023.

For the six months ended 30 June 2024 and 2023, Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the period. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the applicable rates of taxation prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

The amount of income tax (expensed)/credited to the condensed consolidated income statement is as follows:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
即期所得稅—海外稅項	Current income tax – overseas tax		
— 過往年度(撥備不足)/ 超額撥備	– (Under)/over provision in previous years	(4,808)	1,738,429
遞延所得稅	Deferred income tax		
— 本年度	– Current year	4,610	523,260
所得稅(支出)/抵免	Income tax (expenses)/credit	(198)	2,261,689

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

18 股息

截至二零二三年十二月三十一日止年度的股息416,578美元(二零二三年: 409,099美元)已於二零二三年六月支付。

董事會不建議就截至二零二四年六月三十日止六個月派發任何中期股息(截至二零二三年六月三十日止六個月: 零)。

19 每股(虧損)/盈利

每股基本(虧損)/盈利按本公司擁有人應佔本集團(虧損)/溢利除以普通股的加權平均數計算:

18 DIVIDEND

A dividend of USD416, 578 that relates to the year ended 31 December 2023 was paid in June 2023 (2023: USD409,099).

The Board of Directors does not recommend any interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

19 (LOSS)/EARNING PER SHARE

Basic (loss)/earning per share is calculated by dividing the (loss)/profit of the Group attributable to owners of the Company by the weighted average number of ordinary shares:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
本公司擁有人應佔(虧損)/溢利(美元)	(Loss)/Profit attributable to owners of the Company (USD)	(14,929,101)	407,100
已發行普通股的加權平均數	Weighted average number of ordinary shares in issue	324,931,990	321,413,341
每股基本(虧損)/盈利(美元)	Basic (loss)/earning per share (USD)	(0.05)	0.00

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 19 每股(虧損)/盈利(續)

每股攤薄(虧損)/盈利通過調整發行在外的普通股加權平均數，以假設所有可能具有攤薄效應的普通股已經轉換而計算。就購股權而言，假設購股權獲行使時應已發行的股份數目扣除可按公平值(按相關期內每股平均市價釐定)發行的股份數目，所得相同的所得款項總額為無償發行的股份數目。因而產生的無償發行股份數目計入普通股加權平均數作為分母，以計算每股攤薄(虧損)/盈利。

### 19 (LOSS)/EARNING PER SHARE (Continued)

Diluted (loss)/earning per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all potential dilutive ordinary shares. For the share options, the number of shares that would have been issued assuming the exercise of the share options less the number of shares that could have been issued at fair value (determined as the average market price per share for the respective period) for the same total proceeds is the number of shares issued for no consideration. The resulting number of shares issued for no consideration is included in the weighted average number of ordinary shares as the denominator for calculating diluted (loss)/earning per share.

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
本公司擁有人應佔(虧損)/溢利(美元)	(Loss)/Profit attributable to owners of the Company (USD)	<b>(14,929,101)</b>	407,100
已發行普通股的加權平均數	Weighted average number of ordinary shares in issue	<b>324,931,9901</b>	321,413,341
購股權調整	Adjustments for share options	-	1,697,217
計算每股攤薄(虧損)/盈利之普通股加權平均數	Weighted average number of ordinary shares for diluted (loss)/earning per share	<b>324,931,990</b>	323,110,558
每股攤薄(虧損)/盈利(美元)	Diluted (loss)/earning per share (USD)	<b>(0.05)</b>	0.00

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

20 關聯方結餘及交易

倘一方有能力直接或間接控制另一方或對另一方的財務及經營決策行使重大影響，則雙方被視為有關聯。受共同控制或共同重大影響的各方亦被視為關聯方。

- (a) 除此等簡明綜合中期財務資料其他部分另有披露者外，董事認為，下列個人及公司為於截至二零二四年及二零二三年六月三十日止六個月與本集團存在交易或結餘的關聯方：

20 RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

- (a) Save as disclosed elsewhere in these condensed consolidated interim financial information, the directors are of the view that the following individuals and companies were related parties that had transactions or balances with the Group during the six months ended 30 June 2024 and 2023:

關聯方姓名／名稱 Name of the related parties	主要業務 Principal activities	與本集團的關係 Relationship with the Group
關重遠先生 Mr. Kwan, Allan Chung-yuen	不適用 N/A	本公司非執行董事 Non-executive director of the Company
蔡靖先生(於二零二一年四月十三日獲委任) Mr. Cai Jing (appointed on 13 April 2021)	不適用 N/A	本公司非執行董事 Non-executive director of the Company
黃先生 Mr. Huang	不適用 N/A	本公司執行董事、首席執行官及控股股東 Executive director, the CEO and controlling shareholder of the Company
龍文駿先生 Mr. Loong, Manfred Man-tsun	不適用 N/A	本公司執行董事及首席財務官 Executive director and the Chief Financial Officer of the Company
金玉豐先生 Mr. Jin Yufeng	不適用 N/A	獨立董事 Independent Director
胡家棟先生 Mr. Woo Kar Tung, Raymond	不適用 N/A	獨立董事 Independent Director
張俊傑先生 Mr. Zhang Junjie	不適用 N/A	獨立董事 Independent Director
深圳市國微科技有限公司	集成電路設計研發	由本公司執行董事、首席執行官及控股股東控制
Shenzhen State Micro Science and Technology Co. Ltd.	Research and development of integrated circuit design	Controlled by executive director, the CEO and controlling shareholder of the Company
深圳數字電視國家工程實驗室股份有限公司(「深圳數字電視」)	數字電視相關產品的研發、生產及銷售	本公司執行董事、首席執行官及控股股東擔任該公司董事
Shenzhen Digital TV National Engineering Laboratory Co., Ltd. ("Shenzhen Digital TV")	Research, development, production and sales of products related to digital TV	Executive director, the CEO and controlling shareholder of the Company being the director of this company

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 20 關聯方結餘及交易 (續)

- (a) 除此等簡明綜合中期財務資料其他部分另有披露者外，董事認為，下列個人及公司為於截至二零二四年及二零二三年六月三十日止六個月與本集團存在交易或結餘的關聯方：(續)

### 20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

- (a) Save as disclosed elsewhere in these condensed consolidated interim financial information, the directors are of the view that the following individuals and companies were related parties that had transactions or balances with the Group during the six months ended 30 June 2024 and 2023: (Continued)

關聯方姓名／名稱 Name of the related parties	主要業務 Principal activities	與本集團的關係 Relationship with the Group
盒子支付	投資控股	本公司執行董事、首席執行官及控股股東為該公司董事
iBoxpay	Investment holding	Executive director, the CEO and controlling shareholder of the Company being the director of this company
深圳盒子信息科技有限公司(「深圳盒子」)	移動支付服務供應商	本公司執行董事、首席執行官及控股股東為該公司董事
ShenZhen IBOXPAY Information Technology Co., Ltd. (「ShenZhen IBOXPAY」)	Mobile payment service provider	Executive director, the CEO and controlling shareholder of the Company being the director of this company
深圳健創電子有限公司(「健創」)	研發及銷售二輪車用智能薄膜晶體管	本公司執行董事、首席執行官及控股股東擔任該公司董事
Shenzhen Jianchuang Electronics Co., Ltd. (「Jianchuang」)	Research and development and sales of intelligent thin film transistor instrument for two-wheeled vehicles	Executive director, the CEO and controlling shareholder of the Company has significant influence over this company
上海清歌	智能門鎖芯片的研發及銷售	聯營公司
Shanghai Qingge	Research and development and sales of smart door lock chip	Associate
思爾芯上海	快速驗證系統與軟件的研發及銷售	聯營公司
S2C Shanghai	Research and development and sales of rapid verification systems and software	Associate
鴻芯微納	提供電子設計自動化(「EDA」)後端解決方案	聯營公司
Giga	Provision of electronic design automation (「EDA」) back-end solutions	Associate
國微芯芯	半導體的研發及服務	聯營公司
SMIT Xinxin	Research and development and services of semiconductors	Associate
鴻泰天使基金	針對經營創新技術產業的初創公司進行天使投資及提供管理服務	聯營公司
Hongtai Angel Fund	Angel investments in, and provide management services to, start-up companies operating in innovative technology sectors	Associate
深圳國微福芯技術有限公司(「福芯」)	EDA工具的研發	聯營公司
Shenzhen SMIT Fuxin Technology Co., Ltd. (「Fuxin」)	Research and development of EDA tools	Associate
Chipattern	EDA工具的研發	合營企業
	Research and development of EDA tools	Joint venture



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

20 關聯方結餘及交易 (續)

(b) 與關聯方的交易

除此等簡明綜合中期財務資料其他部分另有披露者外，本集團與關聯方進行以下交易：

20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(b) Transactions with related parties

Save as disclosed elsewhere in these condensed consolidated interim financial information, the following transactions were undertaken by the Group with related parties:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
與深圳數字電視的物業有關的經營租賃付款及有關空調及公共事業的成本及費用	Operating lease payments and the costs and fees relating to air-conditioning and public utilities in respect of properties of Shenzhen Digital TV	356,482	473,262
向福芯提供EDA服務	Provision of EDA service to Fuxin	105,150	3,760,381
向國微芯提供EDA服務	Provision of EDA service to SMIT Xinxin	624,002	–
向健創銷售視密卡產品	Sales of CAM products to Jianchuang	641,861	907,383
向上海清歌銷售視密卡產品	Sales of CAM products to Shanghai Qingge	398,455	–
向思爾芯上海出售物業、廠房及設備	Sales of property, plant and equipment to S2C Shanghai	–	605,289

該等交易乃按有關各方相互協定的條款進行。

These transactions are made under terms mutually agreed by the relevant parties.

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 20 關聯方結餘及交易 (續)

#### (c) 主要管理層薪酬

主要管理層包括執行及非執行董事。已付或應付主要管理層的僱員服務薪酬列示如下：

### 20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

#### (c) Key management compensation

Key management includes directors (executive and non-executive). The compensation paid or payable to key management for employee services is shown below:

		未經審計 Unaudited 截至以下日期止六個月 Six months ended	
		六月三十日 二零二四年 30 June 2024 美元 USD	六月三十日 二零二三年 30 June 2023 美元 USD
基本薪金、津貼及實物福利	Basic salaries, allowances and benefits in kind	488,200	694,269
酌情花紅	Discretionary bonuses	176,779	114,226
退休福利 — 界定供款計劃	Retirement benefit – defined contribution plan	4,615	28,482
		<b>669,594</b>	<b>836,977</b>

## 簡明綜合中期財務資料附註

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

#### 20 關聯方結餘及交易 (續)

##### (d) 與關聯方及聯營公司之非貿易結餘

#### 20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

##### (d) Non-trade balances with related parties and and associate

			未經審計 Unaudited 六月三十日 二零二四年 As at 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 As at 31 December 2023 美元 USD
		附註 Note		
向一名關聯方支付的按金 (附註8)	Deposits to a related party (Note 8)	(i)	105,726	497,959
應收一名關聯方款項 (附註8)	Receivables from a related party (Note 8)	(ii)	36,418	27,054
預付一名關聯方款項 (附註8)	Prepayment to a related party (Note 8)	(iii)	8,419	5,083
應收一名關聯方的貿易 款項(附註8)	Trade receivable from a related party (Note 8)	(iv)	2,015,738	2,790,598
預付一間聯營公司款項 (附註12)	Payable to an associate (Note 12)	(v)	140,315	141,189
來自福芯的合約負債 (附註12)	Contract liabilities from Fuxin (Note 12)	(vi)	–	105,150
來自國微芯芯的 合約負債(附註12)	Contract liabilities from SMIT Xinxin (Note 12)	(vi)	–	623,975

附註：

- (i) 該金額指向深圳數字電視支付的租務按金，為以人民幣計值。
- (ii) 關聯方結餘的賬面值與其公平值相若，主要以美元計值。該等結餘為無抵押、免息及須應要求償還。
- (iii) 該款項指向深圳數字電視支付的租金預付款，以人民幣計值。

Note:

- (i) The amount represented the rental deposit to Shenzhen Digital TV and was denominated in RMB.
- (ii) The carrying amounts of balances with related parties approximate their fair values and are mainly denominated in USD. The balances were unsecured, interest-free and repayable on demand.
- (iii) The amount represents rental prepayment made to Shenzhen Digital TV denominated in RMB.

## 簡明綜合中期財務資料附註

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 20 關聯方結餘及交易 (續)

#### (d) 與關聯方及聯營公司之非貿易結餘 (續)

附註：(續)

- (iv) 應收款項主要來自向建創作出的銷售交易，均於銷售日期後90日到期。該應收款項為無抵押及免息。
- (v) 應付一間聯營公司的款項與其公平值相若，並以人民幣計值。該款項為無抵押、免息及須按要求償還。
- (vi) 有關金額指聯營公司就所提供集成電路解決方案而預付之款項。

#### (e) 於一名關聯方的投資

除此等簡明綜合中期財務資料附註16所詳述於聯營公司及一間合營企業的投資外，本集團於關聯方的投資列示如下：

### 20 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

#### (d) Non-trade balances with related parties and associate (Continued)

Note: (Continued)

- (iv) The receivables arise mainly from sales transaction to Jianchuang and are due on 90 days after the date of sales. The receivables are unsecured in nature and bear no interest.
- (v) The payable to an associate approximates its fair values and are denominated in RMB. The amount is unsecured, non-interest bearing and repayable on demand.
- (vi) The amount represents prepayment from associated companies for IC Solution service to be provided.

#### (e) Investment in a related party

Other than the investments in associates and a joint venture as detailed in Note 16 of these condensed consolidated interim financial information, the Group has an investment in a related party as follows:

	未經審計 Unaudited 六月三十日 二零二四年 As at 30 June 2024 美元 USD	經審計 Audited 十二月三十一日 二零二三年 As at 31 December 2023 美元 USD
於盒子支付的投資(附註9(d))	Investment in iBoxpay (Note 9(d))	1,273,299
	<b>1,273,299</b>	1,273,299

**SMiT**

國微控股有限公司  
**SMIT HOLDINGS LIMITED**